

## IMPORTANT NOTICE

***In accessing the attached base prospectus supplement (the "Supplement") you agree to be bound by the following terms and conditions.***

The information contained in the Supplement may be addressed to and/or targeted at persons who are residents of particular countries only as specified in the Base Prospectus (as defined in the Supplement) and is not intended for use, and should not be relied upon, by any person outside those countries. **Prior to relying on the information contained in the Supplement, you must ascertain from the Base Prospectus whether or not you are an intended addressee of, and eligible to view, the information contained therein.**

The Supplement and the Base Prospectus do not constitute, and may not be used in connection with, an offer to sell or the solicitation of an offer to buy securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities law of any such jurisdiction.

The securities described in the Supplement and the Base Prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the United States and may include notes in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, such securities may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")). The securities described in the Supplement and the Base Prospectus will only be offered in offshore transactions to non-U.S. persons in reliance upon Regulation S.

For a more complete description of restrictions on offers and sales of the securities described in the Supplement and the Base Prospectus, see pages iii to viii and the section "*Subscription and Sale*" in the Base Prospectus.

## VIKTIG INFORMATION

***När du tar del av detta tillägg till grundprospekt ("Tilläggsprospektet") godtar du att bli bunden av följande villkor.***

Informationen i detta Tilläggsprospekt kan vara adresserad till och/eller riktad till personer som bor i särskilda länder som endast anges i Grundprospektet (såsom definierat i Tilläggsprospektet) och är inte avsedd för användning och ska inte förlitas på av någon person utanför de länderna. **Innan du förlitar dig på innehållet i detta Tilläggsprospekt måste du säkerställa genom Grundprospektet att du är en avsedd adressat av, och behörig att ta del av, informationen däri.**

Tilläggsprospektet och Grundprospektet utgör inte, och får inte användas i samband med, ett erbjudande att sälja eller en inbjudan att köpa värdepapper i USA eller i någon annan jurisdiktion i vilken ett sådant erbjudande, inbjudan eller försäljning skulle vara olagligt utan registrering, ett undantag från registrering eller kvalificering enligt annan bestämmelse under värdepapperslagarna i en sådan jurisdiktion.

De värdepapper som beskrivs i Tilläggsprospektet och i Grundprospektet har inte, och kommer inte, att registreras i enlighet med U.S. Securities Act of 1933, såsom den har ändrats ("**Securities Act**"), eller vid någon regulatorisk myndighet för värdepapper i någon stat eller annan jurisdiktion av de förenta staterna och kan inkludera fysiska värdepapper som är föremål för krav enligt amerikansk skattelagstiftning. Med förbehåll för vissa undantag, får värdepapperen inte erbjudas eller säljas direkt eller indirekt inom USA eller till, för, eller till förmån för, U.S. Persons (såsom begreppet definieras i Regulation S i Securities Act ("**Regulation S**")). De värdepapper som beskrivs i Tilläggsprospektet och Grundprospektet kommer endast erbjudas i offshore-transaktioner till personer som inte är U.S. Persons i enlighet med Regulation S.

För en mer komplett beskrivning av restriktionerna för erbjudanden och försäljning av värdepapperen som beskrivs i Tilläggsprospektet och Grundprospektet, se sidorna iii till viii och avsnittet "*Teckning och Försäljning*" i Grundprospektet.

**SUPPLEMENT NO. 1 DATED 11 FEBRUARY 2015 TO THE BASE PROSPECTUS  
DATED 19 DECEMBER 2014**



**NORDEA BANK AB (PUBL)**

*(Incorporated with limited liability in the Kingdom of Sweden)*

**NORDEA BANK FINLAND PLC**

*(Incorporated with limited liability in the Republic of Finland)*

**€10,000,000,000**

**Structured Note Programme**

This supplement no. 1 (the "**Supplement**") is supplemental to, and must be read in conjunction with, the base prospectus dated 19 December 2014 (the "**Base Prospectus**") prepared by Nordea Bank AB (publ) ("**NBAB**") and Nordea Bank Finland Plc ("**NBF**") and together with NBAB, the "**Issuers**") with respect to their €10,000,000,000 Structured Note Programme (the "**Programme**") and constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the "**Prospectus Directive**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and European law pursuant to the Prospectus Directive.

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuers (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statements in or incorporated by reference into this Supplement and (b) any statement in or incorporated by reference into the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted since the publication of the Base Prospectus.

An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe for Notes issued under the Programme may withdraw its acceptance before the end of the working day 13 February 2015 in accordance with the Prospectus Directive.

This Supplement is drawn up in the English language. In case there is any discrepancy between the English text and the Swedish text, the English text stands approved for the purposes of approval under the Prospectus (Directive 2003/71/EC) Regulations 2005.

## AMENDMENTS TO THE BASE PROSPECTUS

With effect from the date of this Supplement, the information appearing in the Base Prospectus shall be amended and/or supplemented in the manner described below.

### NBAB FOURTH QUARTER REPORT 2014

On 28 January 2015, NBAB published its fourth quarter report for the year ending 31 December 2014 (the "**NBAB Fourth Quarter Report 2014**"). The NBAB Fourth Quarter Report 2014 contains unaudited consolidated and individual financial statements. By virtue of this Supplement, the unaudited consolidated income statement, statement of comprehensive income, the balance sheet, the statement of changes in equity, the cash flow statement, NBAB's unaudited income statement and balance sheet and the related notes of the NBAB Fourth Quarter Report 2014 are set out in the annex hereto, and such annex forms part of this Supplement and the Base Prospectus.

### GENERAL INFORMATION

The fourth paragraph of the "General Information" section on page 603 of the Base Prospectus is deleted and replaced by the following:

- "4. Since 31 December 2014 (in the case of NBAB) and 30 June 2014 (in the case of NBF) the date to which the latest financial statements of each Issuer were prepared, there has been no significant change in the financial or trading position of NBAB, NBF or the Nordea Group."

### AMENDMENTS TO THE TERMS AND CONDITIONS OF THE NOTES

#### *Condition 6(a)(xlviii) – "Target Volatility" Structure*

The Target Volatility Structure shall be amended to permit the physical hedging of the Notes by a Hedging Party.

Condition 6(a)(xlviii) on page 238 of the Base Prospectus shall therefore be deleted and replaced with the following:

"The Additional Amount will be the product of the Principal Amount of the Notes, the Participation Ratio and the Synthetic Index Return.

The "**Synthetic Index Return**" means the higher of a) the Minimum Synthetic Index Return, and b) the result obtained by dividing the Synthetic Index Value on the final Valuation Date by the Synthetic Index Value on the Initial Valuation Date, and subtracting the Synthetic Index Strike Level.

The "**Minimum Synthetic Index Return**" shall mean the value specified in the applicable Final Terms.

The "**Synthetic Index Value**" will be recalculated at the end of each Valuation Period (the "**relevant Valuation Period**") as the product of:

- (i) the Synthetic Index Value on the immediately preceding Valuation Date (or in the case of the Initial Valuation Date, the Initial Synthetic Index Value); and
- (ii) the sum of: (x) 1, and (y) the product of:
  - (A) the relevant Exposure on the immediately preceding Valuation Date; and
  - (B) the relevant Excess Return for the applicable Valuation Period.

The "**Exposure**" will be recalculated on each Rebalancing Date, or as soon as practicable thereafter (as determined by the Issuer, in its sole discretion after taking into account the time required by the Hedging Party in order to establish the relevant Hedge Transactions), and will be the higher of:

- (a) the Minimum Exposure; and
- (b) the lower of:

- (i) the Maximum Exposure; and
- (ii) the Adjusted Exposure,

*provided however that if the recalculation of the Exposure in the manner described above would result in an adjustment of less than the Minimum Adjustment Threshold, the Issuer will not be required to adjust the Exposure on such Rebalancing Date, and the Exposure with effect from such Rebalancing Date will be deemed to be the same as the Exposure on the immediately preceding Rebalancing Date.*

**"Adjusted Exposure"** means, in respect of a Rebalancing Date, the level of exposure to the relevant Basket that can, in the sole discretion of the Issuer, be achieved by the Hedging Party (after deducting any applicable Hedging Costs) in establishing one or more Hedge Transactions that are intended to generate the Target Exposure on the relevant Rebalancing Date.

**"Target Exposure"** means, in respect of a Rebalancing Date, the lower of:

- (a) the result of dividing the Target Volatility by the Historic Volatility; and
- (b) if specified as applicable in the relevant Final Terms, the result of dividing the Target Volatility by the Second Historic Volatility.

**"Hedging Costs"** means an amount equal to any tax, duty, expenses, fee or other costs which the Issuer determines in its sole discretion would be incurred by a Hedging Party as a result of establishing any Hedge Transaction(s) entered into by such Hedging Party in order to hedge any obligation of the Issuer to make payments in respect of the Notes.

**"Minimum Adjustment Threshold"** has the meaning given to it in the relevant Final Terms.

**"Minimum Exposure"** means, in respect of a Rebalancing Date, the minimum percentage specified in the applicable Final Terms;

**"Maximum Exposure"** means, in respect of a Rebalancing Date, the maximum percentage specified in the applicable Final Terms;

**"Target Volatility"** means, in respect of Rebalancing Date, the target volatility, expressed as a percentage, specified in the applicable Final Terms;

**"Historic Volatility"** means, in respect of a Rebalancing Date (the **"Relevant Rebalancing Date"**), a number determined as:

- (a) the square root of the Annualising Factor multiplied by,
- (b) the square root of:
  - (i)  $1/(N-1)$  multiplied by:
  - (ii)
    - (x) the sum of the Log Squared Basket Return as calculated on each Rebalancing Date during the Lookback Rebalancing Period, less
    - (y) the sum of the Log Basket Return as calculated on each Rebalancing Date during the Lookback Rebalancing Period, raised to the power of 2 and then multiplied by  $1/N$ .

The **"Annualising Factor"** shall mean the value specified in the Final Terms;

**"Second Historic Volatility"** means, in respect of a Rebalancing Date (the **"Relevant Rebalancing Date"**), a number determined as:

- (a) the square root of the Second Annualising Factor multiplied by:

- (b) the square root of:
  - (i)  $1/(K-1)$  multiplied by:
  - (ii)
    - (x) the sum of the Log Squared Basket Return as calculated on each Rebalancing Date during the Second Lookback Rebalancing Period, less
    - (y) the sum of the Log Basket Return as calculated on each Rebalancing Date during the Second Lookback Rebalancing Period, raised to the power of 2 and then multiplied by  $1/K$ .

The "**Second Annualising Factor**" shall mean the value specified in the Final Terms;

The "**Log Squared Basket Return**" means the natural logarithm of the Rebalancing Basket Return on the relevant Rebalancing Date, raised to the power of 2;

The "**Log Basket Return**" means the natural logarithm of the Rebalancing Basket Return on the relevant Rebalancing Date;

The "**Lookback Rebalancing Period**" means each of the N Rebalancing Dates up to and including the relevant Rebalancing Date, where "N" is the value specified in the applicable Final Terms;

The "**Second Lookback Rebalancing Period**" means each of the K Rebalancing Dates up to and including the relevant Rebalancing Date, where "K" is the value specified in the applicable Final Terms;

The "**Rebalancing Basket Return**" means the sum of:

- (a) 1 and
- (b) the sum of the Weighted Rebalancing Performance in respect of each Reference Asset on the relevant Rebalancing Date;

The "**Weighted Rebalancing Performance**" in respect of the relevant Reference Asset is equal to:

- (a) the Rebalancing Performance (as defined in Condition 1 (*Definitions*)) less 1, multiplied by,
- (b) the applicable Basket Participation;

The "**Basket Return**" will be calculated on the basis of either the "Basket Long" Structure in accordance with Condition 6(a)(i) ("*Basket Long*" structure) or the "Basket Short" Structure in accordance with Condition 6(a)(ii) ("*Basket Short*" structure), as specified in the Final Terms;

The "**Excess Return**" for any period will be equal to the Basket Return less the Cash Return for such period;

The "**Cash Return**" for any Valuation Period means the Cash Rate on the Valuation Date at the start of the relevant Valuation Period (as determined by the Issuer in its sole discretion), multiplied by the Cash Return Day Count Fraction;

The "**Cash Rate**" means the interest rate specified in the Final Terms; and

The "**Cash Return Day Count Fraction**" means the Day Count Fraction specified in the applicable Final Terms."

#### AMENDMENTS TO THE SECTION HEADED "NOTES – TERMS AND CONDITIONS AND STRUCTURE"

In order to reflect the changes to the Terms and Conditions of the Notes described in this Supplement, the narrative description of the Volatility Target structure shall be amended by the insertion of the following additional paragraph at the end of the current description on page 151 of the Base Prospectus:

"On each Rebalancing Date, the terms and conditions will provide for the determination of a target level of Exposure (the "**Target Exposure**") in respect of the subsequent Rebalancing Period. The Hedging Party will then endeavour to establish Hedge Transactions which replicate a physical Exposure to the Reference Assets which is as near as possible to the Target Exposure. There may however be variations in the actual level of Exposure which the Hedging Party is able to generate, and the time at which the Exposure in relation to the Notes can be adjusted, as a result of the time lag between determination of the Target Exposure and the establishment of the relevant Hedge Transactions, and the terms and conditions applicable to the redemption, subscription and sale of the relevant Reference Assets by the Hedging Party. There will be no change in the actual Exposure in respect of the Notes until the relevant Hedge Transactions have been established by the Hedging Party. As a result of these factors, the actual Exposure in respect of the relevant Rebalancing Period may differ from the Target Exposure for such Rebalancing Period."

#### **UPDATE OF THE SUMMARY OF THE PROGRAMME**

The Summary of the Programme in English and Swedish included in the Base Prospectus is updated in Appendix 1 to this Supplement.

#### **SELECTED FINANCIAL INFORMATION**

The Selected Financial Information sections relating to NBAB in English on pages 567-569 of the Base Prospectus are deleted in their entirety and replaced with the updated Selected Financial Information in Appendix 2 to this Supplement.

The Selected Financial Information sections relating to NBAB in Swedish on pages 573-576 of the Base Prospectus are deleted in their entirety and replaced with the updated Selected Financial Information in Appendix 3 to this Supplement.

**TILLÄGGSPROSPEKT NR. 1 DATERAT 11 FEBRUARI 2015 TILL GRUNDPROSPEKTET  
DATERAT 19 DECEMBER 2014**



**NORDEA BANK AB (PUBL)**  
(Registrerat aktiebolag i Konungariket Sverige)

**NORDEA BANK FINLAND PLC**  
(Registrerat bolag i Republiken Finland med begränsat ansvar för aktieägarna)

**€10 000 000 000**  
**Program för Strukturerade Lån**

Detta Tilläggsprospekt nr. 1 ("**Tilläggsprospektet**") är ett tillägg till, och måste läsas tillsammans med, grundprospektet daterat den 19 december 2014 ("**Grundprospektet**") utfärdat av Nordea Bank AB (publ) ("**NBAB**") och Nordea Bank Finland Plc ("**NBF**") och tillsammans med NBAB, "**Emittenterna**") för deras €10 000 000 000 Program för Strukturerade Lån ("**Programmet**") och utgör ett tillägg i enlighet med Artikel 16 i direktiv 2003/71/EG, såsom ändrat ("**Prospektdirektivet**"). Definierade termer i Grundprospektet har samma betydelse när de används i detta Tilläggsprospekt.

Detta Tilläggsprospekt har godkänts av Irlands centralbank (En: *Central Bank of Ireland*) ("**Centralbanken**"), som behörig myndighet enligt Prospektdirektivet. Centralbanken godkänner endast att Tilläggsprospektet uppfyller de krav som ställs enligt irländsk och europeisk lagstiftning i enlighet med Prospektdirektivet.

Emittenterna är ansvariga för informationen i detta Tilläggsprospekt. Såvitt Emittenterna (som har iakttagit all vederbörlig omsorg för att säkerställa att så är fallet) känner till, är informationen i detta Tilläggsprospekt korrekt och utelämnar inte något som sannolikt skulle påverka innebörden av information.

I den utsträckning det föreligger diskrepans mellan (a) information i, eller som är införlivad genom hänvisning i, detta Tilläggsprospekt och (b) information i, eller som är införlivad genom hänvisning i, Grundprospektet, ska informationen i detta Tilläggsprospekt äga företräde.

Förutom såsom informeras om i Tilläggsprospektet, har ingen annan betydelsefull ny omständighet, väsentligt misstag eller felaktighet som relaterar till information i Grundprospektet uppstått eller noterats sedan datumet för publicerandet av Grundprospektet.

En investerare som innan datumet för publicering av detta Tilläggsprospekt har gjort en anmälan om eller på annat sätt samtyckt till köp eller teckning av Lån som omfattas av Programmet har rätt att återkalla sin anmälan eller sitt samtycke till köp eller teckning innan slutet av arbetsdagen den 13 februari 2015, i enlighet med Prospektdirektivet.

Detta Tilläggsprospekt är författat på engelska. För det fall att det finns någon diskrepans mellan den engelska texten och den svenska texten, är det den engelska texten som är godkänd i enlighet med förfarandet för godkännande under Prospectus (Directive 2003/71/EG) Regulations 2005.

## ÄNDRINGAR I GRUNDPROSPEKTET

Med effekt från datumet för detta Tilläggsprospekt, ska information i Grundprospektet ändras och/eller kompletteras såsom beskrivs nedan.

### NBAB FJÄRDE KVARTALSRAPPORTEN 2014

Den 28 januari 2015 publicerade NBAB sin fjärde kvartalsrapport för året som slutade den 31 december 2014 ("**NBAB Fjärde Kvartalsrapporten 2014**"). NBAB Fjärde Kvartalsrapporten 2014 innehåller oreviderade konsoliderade och individuella finansiella rapporter. Genom detta Tilläggsprospekt anges den oreviderade konsoliderade resultatrapporten, rapporten över totalresultat, balansräkningen, rapport över förändringar i eget kapital, kassaflödesanalysen, NBAB:s oreviderade resultatrapport och balansräkning och de därtill relaterade noterna i NBAB Fjärde Kvartalsrapporten 2014 i annexet här till, och annexet utgör del av detta Tilläggsprospekt och Grundprospektet.

### ALLMÄN INFORMATION

Den fjärde punkten i avsnittet "Allmän Information" på sidan 603 i Grundprospektet raderas och ersätts av följande:

- "4. Sedan den 31 december 2014 (för NBAB) och den 30 juni 2014 (för NBF), vilket är det datum per vilket de senaste delårsrapporterna för respektive Emittent upprättades, har det inte inträffat någon väsentlig förändring av handels- eller finansiella positionen för NBAB, NBF eller Nordeakoncernen."

### ÄNDRINGAR AV VILLKOR FÖR LÅN

*Villkor 6(a)(xlviii) – "Target Volatility"-struktur*

Target Volatility-strukturen ska ändras för att tillåta fysisk riskhantering av Lånen av en Riskhanterande Part.

Villkor 6(a)(xlviii) på sidan 369 i Grundprospektet ska därför ändras och ersättas med följande:

"Tilläggsbeloppet ska vara produkten av Lånens Kapitalbelopp, Deltagargraden och den Syntetiska Indexavkastningen.

Den "**Syntetiska Indexavkastningen**" betyder det högsta av a) Minsta Syntetisk Indexavkastning och b) det resultat som erhålls genom att dividera det Syntetiska Indexvärdet på den slutliga Värderingsdagen med det Syntetiska Indexvärdet på Startdagen, och subtrahera Syntetiskt Index Lösenivån.

"**Minsta Syntetisk Indexavkastning**" betyder det värde som specificeras i de tillämpliga Slutliga Villkoren.

"**Syntetiska Indexvärdet**" kommer att omräknas vid slutet av varje Värderingsperiod (den "**relevanta Värderingsperioden**") som produkten av:

- (i) det Syntetiska Indexvärdet på den omedelbart föregående Värderingsdagen (eller när det rör sig om Startdagen, det Initiala Syntetiska Indexvärdet); och
- (ii) summan av: (x) 1; och (y) produkten av:
  - (A) den relevanta Exponeringen på den omedelbart föregående Värderingsdagen; och
  - (B) den relevanta Överskottsavkastningen för den relevanta Värderingsperioden.

"**Exponeringen**" kommer att räknas om på varje Ombalanseringsdag, eller så snart som möjligt därefter (såsom bestäms av Emittenten efter egen bedömning och efter att ha beaktat den tid som krävs för att den Riskhanterande Parten ska kunna ingå den relevanta Riskhanteringstransaktionen), och kommer vara det högre av:

- (a) den Minsta Exponeringen; och

(b) det lägsta av:

(i) den Högsta Exponeringen; och

(ii) den Justerade Exponeringen,

*under förutsättning att om omräkningen av Exponeringen på det sätt som beskrivs ovan skulle resultera i en justering med mindre än den Minsta Justeringströskeln, ska Emittenten inte vara tvungen att justera Exponeringen på en sådan Ombalanseringsdag, och Exponeringen kommer med effekt från en sådan Ombalanseringsdag anses vara densamma som Exponeringen på den omedelbart föregående Ombalanseringsdagen.*

**“Justerad Exponering”** betyder, i förhållande till en Ombalanseringsdag, den exponeringsnivå för den relevanta Korgen som, enligt Emittentens egen bedömning, kan uppnås av den Riskhanterande Parten (efter avdrag för tillämpliga Kostnader för Riskhantering) för att ingå en eller flera Riskhanteringstransaktioner som avses uppnå den Eftersträvade Exponeringen på den relevanta Ombalanseringsdagen.

Den **“Eftersträvade Exponeringen”** betyder, i förhållande till en Ombalanseringsdag, det lägsta av:

(a) resultatet av att dividera den Eftersträvade Volatiliteten med den Historiska Volatiliteten; och

(b) om specificerat såsom tillämpligt i de Slutliga Villkoren, resultatet av att dividera den Eftersträvade Volatiliteten med den Andra Historiska Volatiliteten.

**“Kostnader för Riskhantering”** betyder ett belopp lika med varje skatt, utgift, avgift eller annan kostnad som Emittenten efter egen bedömning bestämmer att en Riskhanterande Part skulle ådra sig som ett resultat av att ingå någon Riskhanteringstransaktion som ingås av sådan Riskhanterande Part för att säkra Emittentens förpliktelser att erlägga betalning med anledning av Lånen.

**“Minsta Justeringströskel”** har den betydelse som anges i de Slutliga Villkoren;

**“Minsta Exponering”** betyder, i förhållande till en Ombalanseringsdag, den minsta procentsats som specificeras i de tillämpliga Slutliga Villkoren;

**“Högsta Exponering”** betyder, i förhållande till en Ombalanseringsdag, den högsta procentsats som specificeras i de Slutliga Villkoren;

**“Eftersträvad Volatilitet”** betyder, i förhållande till en Ombalanseringsdag, den eftersträvade volatiliteten, uttryckt som en procentsats, specificerad i de tillämpliga Slutliga Villkoren.

**“Historisk Volatilitet”** betyder, i förhållande till en Ombalanseringsdag (den **“Relevanta Ombalanseringsdagen”**), ett tal som bestäms till:

(a) kvadratroten ur Årsberäkningsfaktorn multiplicerad med,

(b) kvadratroten ur:

(i)  $1/(N-1)$  multiplicerad med:

(ii)

(x) summan av Log Squared Korgavkastningen såsom beräknad på varje Ombalanseringsdag under Lookback Ombalanseringsperioden, minskad med

(y) summan av Log Korgavkastningen såsom beräknad på varje Ombalanseringsdag under Lookback Ombalanseringsperioden, upphöjd med 2 och därefter multiplicerad med  $1/N$ .

**“Årsberäkningsfaktorn”** betyder det värde som specificeras i de Slutliga Villkoren;

**“Andra Historiska Volatiliteten”** betyder, i förhållande till en Ombalanseringsdag (den **“Relevanta Ombalanseringsdagen”**), ett nummer som beräknas som:

- (a) kvadratroten ur den Andra Årsberäkningsfaktorn multiplicerad med:
- (b) kvadratroten ur:
  - (i)  $1/(K-1)$  multiplicerad med:
  - (ii)
    - (x) summan av Log Squared Korgavkastningen såsom beräknad på varje Ombalanseringsdag under den Andra Lookback Ombalanseringsperioden, minskad med
    - (y) summan av Log Korgavkastningen såsom beräknad på varje Ombalanseringsdag under den Andra Lookback Ombalanseringsperioden, upphöjd med 2 och därefter multiplicerad med  $1/K$ .

“**Andra Årsberäkningsfaktorn**” betyder det värde som specificeras i de Slutliga Villkoren;

“**Log Squared Korgavkastningen**” betyder den naturliga logaritmen av Ombalanseringskorgavkastningen på den relevanta Ombalanseringsdagen, upphöjd med 2;

“**Log Korgavkastning**” betyder den naturliga logaritmen av Ombalanseringskorgavkastningen på den relevanta Ombalanseringsdagen;

“**Lookback Ombalanseringsperioden**” betyder vart och ett av N Ombalanseringsdagarna till och med den relevanta Ombalanseringsdagen, där ”N” har det värde som specificeras i de tillämpliga Slutliga Villkoren;

Den “**Andra Lookback Ombalanseringsperioden**” betyder vart och ett av K Ombalanseringsdagarna till och med den relevanta Ombalanseringsdagen, där ”K” har det värde som specificeras i de tillämpliga Slutliga Villkoren;

“**Ombalanseringskorgavkastningen**” är summan av:

- (a) 1 och
- (b) summan av den Viktade Ombalanseringsvärdeutvecklingen för varje Referenstillgång på den relevanta Ombalanseringsdagen;

Den “**Viktade Ombalanseringsvärdeutvecklingen**” för den relevanta Referenstillgången är lika med:

- (a) Ombalanseringsvärdeutvecklingen (såsom definierad i Villkor 1 (*Definitioner*)), multiplicerad med,
- (b) den tillämpliga Korgandelen;

“**Korgavkastningen**” kommer att beräknas antingen med “Basket Long”-strukturen i enlighet med Villkor 6(a)(i) (“*Basket Long*”-struktur) eller med “Basket Short”-strukturen i enlighet med Villkor 6(a)(ii) (“*Basket Short*”-struktur”), såsom specificerat i de Slutliga Villkoren;

“**Överskottsavkastningen**” för varje period kommer vara lika med Korgavkastningen minskad med Kontant Återbetalning;

“**Kontant Återbetalning**” för varje Värderingsperiod betyder Kontanträntan på Värderingsdagen vid början av den relevanta Värderingsperioden (såsom bestämt av Emittenten efter egen bedömning), multiplicerad med “**Dagberäkningsmetoden för Kontant Återbetalning**”;

“**Kontantränta**” betyder den räntesats som specificeras i de Slutliga Villkoren; och

“**Kontant Återbetalning Dagberäkningsmetod**” betyder den Dagberäkningsmetod som specificeras i de tillämpliga Slutliga Villkoren.”

## **ÄNDRINGAR AV AVSNITTET “LÅN – VILLKOR OCH STRUKTUR”**

För att reflektera ändringarna av Villkoren för Lån som beskrivs i detta Tilläggsprospekt ska beskrivningen av Volatilitet Target-strukturen ändras genom att följande stycke läggs till i slutet av den nuvarande beskrivningen på sidan 151 i Grundprospektet:

“På varje Ombalanseringsdag kan enligt villkoren en eftersträvad nivå av Exponering bestämmas (**“Eftersträvad Exponering”**) för den följande Ombalanseringsperioden. Den Riskhanterande Parten kommer då försöka bestämma Riskhanteringstransaktionerna som motsvarar en fysisk Exponering mot Referenstillgångarna som är så nära som möjligt den Eftersträvide Exponeringen. Det kan emellertid finnas variationer i den faktiska nivån av Exponering som den Riskhanterande Parten lyckas generera, och tiden då Exponeringen i förhållande till Lånen kan justeras, på grund av tidsåtgången mellan bestämmandet av den Eftersträvide Exponeringen och ingåendet av de relevanta Riskhanteringstransaktionerna och villkoren som gäller för inlösen, teckning och försäljning av de relevanta Referenstillgångarna av den Riskhanterande Parten. Den faktiska Exponeringen för Lånen kommer inte ändras innan de relevanta Riskhanteringstransaktionerna har ingått av den Riskhanterande Parten. Mot bakgrund av dessa faktorer kan den faktiska Exponeringen för den relevanta Ombalanseringsperioden skilja sig från den Eftersträvide Exponeringen för den Ombalanseringsperioden.

## **UPPDATERING AV SAMMANFATTNINGEN AV PROGRAMMET**

Sammanfattningen av Programmet på engelska och svenska i Grundprospektet är uppdaterad i Bilaga 1 till detta Tilläggsprospekt.

## **UTVALD FINANSIELL INFORMATION**

Avsnittet “Selected Financial Information” för NBAB på engelska på sidorna 567-569 i Grundprospektet raderas i sin helhet och ersätts med den uppdaterade Selected Financial Information i Bilaga 2 till detta Tilläggsprospekt.

Avsnittet “Utvald Finansiell Information” för NBAB på engelska på sidorna 573-576 i Grundprospektet raderas i sin helhet och ersätts med den uppdaterade Utvald Finansiell Information i Bilaga 3 till detta Tilläggsprospekt.

## ANNEX

### ***Nordea Bank AB (publ)***

|    |                                                                                 |             |
|----|---------------------------------------------------------------------------------|-------------|
| 1. | Unaudited consolidated income statement dated 31 December 2014                  | Page 14     |
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## Income statement

| EURm                                                                                | Note | Q4<br>2014    | Q4<br>2013    | Jan-Dec<br>2014 | Jan-Dec<br>2013 |
|-------------------------------------------------------------------------------------|------|---------------|---------------|-----------------|-----------------|
| <b>Operating income</b>                                                             |      |               |               |                 |                 |
| Interest income                                                                     |      | 2,371         | 2,731         | 9,995           | 10,604          |
| Interest expense                                                                    |      | -1,015        | -1,341        | -4,513          | -5,079          |
| Net interest income                                                                 |      | 1,356         | 1,390         | 5,482           | 5,525           |
| Fee and commission income                                                           |      | 1,006         | 949           | 3,799           | 3,574           |
| Fee and commission expense                                                          |      | -243          | -246          | -957            | -932            |
| Net fee and commission income                                                       | 3    | 763           | 703           | 2,842           | 2,642           |
| Net result from items at fair value                                                 | 4    | 367           | 333           | 1,425           | 1,539           |
| Profit from companies accounted for under the equity method                         |      | -1            | 21            | 18              | 79              |
| Other operating income                                                              |      | 28            | 22            | 457             | 106             |
| <b>Total operating income</b>                                                       |      | <b>2,513</b>  | <b>2,469</b>  | <b>10,224</b>   | <b>9,891</b>    |
| <b>Operating expenses</b>                                                           |      |               |               |                 |                 |
| General administrative expenses:                                                    |      |               |               |                 |                 |
| Staff costs                                                                         |      | -758          | -739          | -3,149          | -2,978          |
| Other expenses                                                                      | 5    | -416          | -480          | -1,635          | -1,835          |
| Depreciation, amortisation and impairment charges of tangible and intangible assets |      | -53           | -64           | -582            | -227            |
| <b>Total operating expenses</b>                                                     |      | <b>-1,227</b> | <b>-1,283</b> | <b>-5,366</b>   | <b>-5,040</b>   |
| <b>Profit before loan losses</b>                                                    |      | <b>1,286</b>  | <b>1,186</b>  | <b>4,858</b>    | <b>4,851</b>    |
| Net loan losses                                                                     | 6    | -129          | -180          | -534            | -735            |
| <b>Operating profit</b>                                                             |      | <b>1,157</b>  | <b>1,006</b>  | <b>4,324</b>    | <b>4,116</b>    |
| Income tax expense                                                                  |      | -280          | -246          | -953            | -1,009          |
| <b>Net profit for the period from continuing operations</b>                         |      | <b>877</b>    | <b>760</b>    | <b>3,371</b>    | <b>3,107</b>    |
| Net profit for the period from discontinued operations, after tax                   | 12   | 0             | 13            | -39             | 9               |
| <b>Net profit for the period</b>                                                    |      | <b>877</b>    | <b>773</b>    | <b>3,332</b>    | <b>3,116</b>    |
| <b>Attributable to:</b>                                                             |      |               |               |                 |                 |
| Shareholders of Nordea Bank AB (publ)                                               |      | 877           | 773           | 3,332           | 3,116           |
| Non-controlling interests                                                           |      | -             | -             | -               | -               |
| <b>Total</b>                                                                        |      | <b>877</b>    | <b>773</b>    | <b>3,332</b>    | <b>3,116</b>    |
| Basic earnings per share, EUR - Total operations                                    |      | 0.22          | 0.19          | 0.83            | 0.77            |
| Diluted earnings per share, EUR - Total operations                                  |      | 0.22          | 0.19          | 0.83            | 0.77            |

## Statement of comprehensive income

| EURm                                                                           | Q4<br>2014  | Q4<br>2013  | Jan-Dec<br>2014 | Jan-Dec<br>2013 |
|--------------------------------------------------------------------------------|-------------|-------------|-----------------|-----------------|
| <b>Net profit for the period</b>                                               | <b>877</b>  | <b>773</b>  | <b>3,332</b>    | <b>3,116</b>    |
| <b>Items that may be reclassified subsequently to the income statement</b>     |             |             |                 |                 |
| Currency translation differences during the period                             | -1,094      | -285        | -1,039          | -999            |
| Hedging of net investments in foreign operations:                              |             |             |                 |                 |
| Valuation gains/losses during the period                                       | 490         | 115         | 435             | 464             |
| Tax on valuation gains/losses during the period                                | -108        | -25         | -96             | -102            |
| Available for sale investments: <sup>1</sup>                                   |             |             |                 |                 |
| Valuation gains/losses during the period                                       | -28         | -8          | 40              | 31              |
| Tax on valuation gains/losses during the period                                | 7           | 3           | -8              | -6              |
| Cash flow hedges:                                                              |             |             |                 |                 |
| Valuation gains/losses during the period                                       | 38          | -32         | 31              | -2              |
| Tax on valuation gains/losses during the period                                | -8          | 7           | -7              | -1              |
| <b>Items that may not be reclassified subsequently to the income statement</b> |             |             |                 |                 |
| Defined benefit plans:                                                         |             |             |                 |                 |
| Remeasurement of defined benefit plans                                         | -154        | 56          | -518            | 155             |
| Tax on remeasurement of defined benefit plans                                  | 36          | -16         | 120             | -39             |
| <b>Other comprehensive income, net of tax<sup>2</sup></b>                      | <b>-821</b> | <b>-185</b> | <b>-1,042</b>   | <b>-499</b>     |
| <b>Total comprehensive income</b>                                              | <b>56</b>   | <b>588</b>  | <b>2,290</b>    | <b>2,617</b>    |
| <b>Attributable to:</b>                                                        |             |             |                 |                 |
| Shareholders of Nordea Bank AB (publ)                                          | 56          | 588         | 2,290           | 2,617           |
| Non-controlling interests                                                      | -           | -           | -               | -               |
| <b>Total</b>                                                                   | <b>56</b>   | <b>588</b>  | <b>2,290</b>    | <b>2,617</b>    |

<sup>1</sup> Valuation gains/losses related to hedged risks under fair value hedge accounting are accounted for directly in the income statement.

<sup>2</sup> Of which EUR 0m for Q4 2014 and EUR -12m for Jan-Dec 2014 (Q4 2013: EUR -22m, Jan-Dec 2013: EUR -22m) related to discontinued operations.

## Balance sheet

| EURm                                                                            | Note | 31 Dec<br>2014 | 31 Dec<br>2013 |
|---------------------------------------------------------------------------------|------|----------------|----------------|
| <b>Assets</b>                                                                   |      |                |                |
| Cash and balances with central banks                                            |      | 31,067         | 33,529         |
| Loans to central banks                                                          | 7    | 6,958          | 11,769         |
| Loans to credit institutions                                                    | 7    | 12,217         | 10,743         |
| Loans to the public                                                             | 7    | 348,085        | 342,451        |
| Interest-bearing securities                                                     |      | 87,110         | 87,314         |
| Financial instruments pledged as collateral                                     |      | 12,151         | 9,575          |
| Shares                                                                          |      | 39,749         | 33,271         |
| Derivatives                                                                     |      | 105,119        | 70,992         |
| Fair value changes of the hedged items in portfolio hedge of interest rate risk |      | 256            | 203            |
| Investments in associated undertakings                                          |      | 487            | 630            |
| Intangible assets                                                               |      | 2,908          | 3,246          |
| Properties and equipment                                                        |      | 509            | 431            |
| Investment properties                                                           |      | 3,227          | 3,524          |
| Deferred tax assets                                                             |      | 130            | 62             |
| Current tax assets                                                              |      | 132            | 31             |
| Retirement benefit assets                                                       |      | 42             | 321            |
| Other assets                                                                    |      | 17,581         | 11,064         |
| Prepaid expenses and accrued income                                             |      | 1,614          | 2,383          |
| Assets held for sale                                                            | 12   | -              | 8,895          |
| <b>Total assets</b>                                                             |      | <b>669,342</b> | <b>630,434</b> |
| <i>Of which assets customer bearing the risk</i>                                |      | <i>29,125</i>  | <i>24,912</i>  |
| <b>Liabilities</b>                                                              |      |                |                |
| Deposits by credit institutions                                                 |      | 56,322         | 59,090         |
| Deposits and borrowings from the public                                         |      | 197,254        | 200,743        |
| Liabilities to policyholders                                                    |      | 51,843         | 47,226         |
| Debt securities in issue                                                        |      | 194,274        | 185,602        |
| Derivatives                                                                     |      | 97,340         | 65,924         |
| Fair value changes of the hedged items in portfolio hedge of interest rate risk |      | 3,418          | 1,734          |
| Current tax liabilities                                                         |      | 368            | 303            |
| Other liabilities                                                               |      | 26,973         | 24,737         |
| Accrued expenses and prepaid income                                             |      | 1,943          | 3,677          |
| Deferred tax liabilities                                                        |      | 983            | 935            |
| Provisions                                                                      |      | 305            | 177            |
| Retirement benefit obligations                                                  |      | 540            | 334            |
| Subordinated liabilities                                                        |      | 7,942          | 6,545          |
| Liabilities held for sale                                                       | 12   | -              | 4,198          |
| <b>Total liabilities</b>                                                        |      | <b>639,505</b> | <b>601,225</b> |
| <b>Equity</b>                                                                   |      |                |                |
| Non-controlling interests                                                       |      | 2              | 2              |
| Share capital                                                                   |      | 4,050          | 4,050          |
| Share premium reserve                                                           |      | 1,080          | 1,080          |
| Other reserves                                                                  |      | -1,201         | -159           |
| Retained earnings                                                               |      | 25,906         | 24,236         |
| <b>Total equity</b>                                                             |      | <b>29,837</b>  | <b>29,209</b>  |
| <b>Total liabilities and equity</b>                                             |      | <b>669,342</b> | <b>630,434</b> |
| Assets pledged as security for own liabilities                                  |      | 163,041        | 174,418        |
| Other assets pledged                                                            |      | 11,265         | 7,467          |
| Contingent liabilities                                                          |      | 22,017         | 20,870         |
| Credit commitments <sup>1</sup>                                                 |      | 74,291         | 78,332         |
| Other commitments                                                               |      | 1,644          | 1,267          |

<sup>1</sup> Including unutilised portion of approved overdraft facilities of EUR 38,234m (31 Dec 2013: EUR 44,053).

## Statement of changes in equity

| EURm                                   | Attributable to shareholders of Nordea Bank AB (publ) |                       |                                   |                  |                                |                       |                   |               | Non-controlling interests | Total equity  |
|----------------------------------------|-------------------------------------------------------|-----------------------|-----------------------------------|------------------|--------------------------------|-----------------------|-------------------|---------------|---------------------------|---------------|
|                                        | Share capital <sup>1</sup>                            | Share premium reserve | Translation of foreign operations | Other reserves:  |                                |                       | Retained earnings | Total         |                           |               |
|                                        |                                                       |                       |                                   | Cash flow hedges | Available for sale investments | Defined benefit plans |                   |               |                           |               |
| <b>Balance at 1 Jan 2014</b>           | <b>4,050</b>                                          | <b>1,080</b>          | <b>-613</b>                       | <b>-18</b>       | <b>81</b>                      | <b>391</b>            | <b>24,236</b>     | <b>29,207</b> | <b>2</b>                  | <b>29,209</b> |
| Net profit for the period              | -                                                     | -                     | -                                 | -                | -                              | -                     | 3,332             | 3,332         | -                         | 3,332         |
| Other comprehensive income, net of tax | -                                                     | -                     | -700                              | 24               | 32                             | -398                  | -                 | -1,042        | -                         | -1,042        |
| <i>Total comprehensive income</i>      | -                                                     | -                     | <i>-700</i>                       | <i>24</i>        | <i>32</i>                      | <i>-398</i>           | <i>3,332</i>      | <i>2,290</i>  | -                         | <i>2,290</i>  |
| Share-based payments <sup>2</sup>      | -                                                     | -                     | -                                 | -                | -                              | -                     | 16                | 16            | -                         | 16            |
| Dividend for 2013                      | -                                                     | -                     | -                                 | -                | -                              | -                     | -1,734            | -1,734        | -                         | -1,734        |
| Disposal of own shares <sup>3</sup>    | -                                                     | -                     | -                                 | -                | -                              | -                     | 56                | 56            | -                         | 56            |
| <b>Balance at 31 Dec 2014</b>          | <b>4,050</b>                                          | <b>1,080</b>          | <b>-1,313</b>                     | <b>6</b>         | <b>113</b>                     | <b>-7</b>             | <b>25,906</b>     | <b>29,835</b> | <b>2</b>                  | <b>29,837</b> |

| EURm                                   | Attributable to shareholders of Nordea Bank AB (publ) |                       |                                   |                  |                                |                       |                   |        | Non-controlling interests | Total equity |
|----------------------------------------|-------------------------------------------------------|-----------------------|-----------------------------------|------------------|--------------------------------|-----------------------|-------------------|--------|---------------------------|--------------|
|                                        | Share capital <sup>1</sup>                            | Share premium reserve | Other reserves:                   |                  |                                |                       |                   |        |                           |              |
|                                        |                                                       |                       | Translation of foreign operations | Cash flow hedges | Available for sale investments | Defined benefit plans | Retained earnings |        |                           |              |
|                                        |                                                       |                       |                                   |                  |                                |                       |                   | Total  |                           |              |
| Balance at 1 Jan 2013                  | 4,050                                                 | 1,080                 | 24                                | -15              | 56                             | 275                   | 22,530            | 28,000 | 5                         | 28,005       |
| Net profit for the period              | -                                                     | -                     | -                                 | -                | -                              | -                     | 3,116             | 3,116  | -                         | 3,116        |
| Other comprehensive income, net of tax | -                                                     | -                     | -637                              | -3               | 25                             | 116                   | -                 | -499   | -                         | -499         |
| Total comprehensive income             | -                                                     | -                     | -637                              | -3               | 25                             | 116                   | 3,116             | 2,617  | -                         | 2,617        |
| Share-based payments <sup>2</sup>      | -                                                     | -                     | -                                 | -                | -                              | -                     | 17                | 17     | -                         | 17           |
| Dividend for 2012                      | -                                                     | -                     | -                                 | -                | -                              | -                     | -1,370            | -1,370 | -                         | -1,370       |
| Purchases of own shares <sup>3</sup>   | -                                                     | -                     | -                                 | -                | -                              | -                     | -57               | -57    | -                         | -57          |
| Other changes                          | -                                                     | -                     | -                                 | -                | -                              | -                     | -                 | -      | -3                        | -3           |
| Balance at 31 Dec 2013                 | 4,050                                                 | 1,080                 | -613                              | -18              | 81                             | 391                   | 24,236            | 29,207 | 2                         | 29,209       |

<sup>1</sup> Total shares registered were 4,050 million (31 Dec 2013: 4,050 million).

<sup>2</sup> The total holding of own shares related to Long Term Incentive Programme (LTIP) is 15.9 million (31 Dec 2013: 18.3 million).

<sup>3</sup> Refers to the change in the holding of own shares related to the Long Term Incentive Programme, trading portfolio and Nordea's shares within portfolio schemes in Denmark. The number of own shares at 31 Dec 2014 were 23.0 million (31 Dec 2013: 31.8 million).

## Cash flow statement, condensed - Total operations

| EURm                                                                                   | Jan-Dec<br>2014 | Jan-Dec<br>2013 |
|----------------------------------------------------------------------------------------|-----------------|-----------------|
| <i>Operating activities</i>                                                            |                 |                 |
| Operating profit                                                                       | 4,324           | 4,116           |
| Profit for the period from discontinued operations, after tax                          | -39             | 9               |
| Adjustments for items not included in cash flow                                        | 8,137           | 4,492           |
| Income taxes paid                                                                      | -966            | -1,010          |
| Cash flow from operating activities before changes in operating assets and liabilities | 11,456          | 7,607           |
| Changes in operating assets and liabilities                                            | -22,280         | -1,292          |
| Cash flow from operating activities                                                    | -10,824         | 6,315           |
| <i>Investing activities</i>                                                            |                 |                 |
| Sale/acquisition of associated undertakings                                            | 481             | -               |
| Properties and equipment                                                               | -183            | -120            |
| Intangible assets                                                                      | -271            | -228            |
| Net investments in debt securities, held to maturity                                   | 2,750           | 930             |
| Other financial fixed assets                                                           | 477             | -10             |
| Cash flow from investing activities                                                    | 3,254           | 572             |
| <i>Financing activities</i>                                                            |                 |                 |
| Issued/amortised subordinated liabilities                                              | 638             | -500            |
| Divestment/repurchase of own shares incl change in trading portfolio                   | 56              | -57             |
| Dividend paid                                                                          | -1,734          | -1,370          |
| Cash flow from financing activities                                                    | -1,040          | -1,927          |
| <b>Cash flow for the period</b>                                                        | <b>-8,610</b>   | <b>4,960</b>    |
| <b>Cash and cash equivalents at beginning of the period</b>                            | <b>45,670</b>   | <b>42,808</b>   |
| Translation difference                                                                 | 2,623           | -2,098          |
| <b>Cash and cash equivalents at end of the period</b>                                  | <b>39,683</b>   | <b>45,670</b>   |
| <b>Change</b>                                                                          | <b>-8,610</b>   | <b>4,960</b>    |
| <b>Cash and cash equivalents</b>                                                       | <b>31 Dec</b>   | <b>31 Dec</b>   |
| The following items are included in cash and cash equivalents (EURm):                  | <u>2014</u>     | <u>2013</u>     |
| Cash and balances with central banks                                                   | 31,067          | 33,529          |
| Loans to central banks                                                                 | 6,454           | 9,313           |
| Loans to credit institutions                                                           | 2,162           | 2,290           |
| Assets held for sale                                                                   | -               | 538             |

Cash comprises legal tender and bank notes in foreign currencies. Balances with central banks consist of deposits in accounts with central banks and postal giro systems under government authority, where the following conditions are fulfilled:

- the central bank or the postal giro system is domiciled in the country where the institution is established.
- the balance on the account is readily available at any time.

Loans to credit institutions, payable on demand include liquid assets not represented by bonds or other interest-bearing securities.

## Notes to the financial statements

### Note 1 Accounting policies

Nordea's consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as endorsed by the EU Commission. In addition, certain complementary rules in the Swedish Annual Accounts Act for Credit Institutions and Securities Companies (1995:1559) and the accounting regulations of the Swedish Financial Supervisory Authority (FFFS 2008:25, with amendments in FFFS 2009:11, 2011:54, 2013:2, 2013:24 and 2014:18) have also been applied.

These statements are presented in accordance with IAS 34 "Interim Financial Reporting".

### Changed accounting policies and presentation

The accounting policies, basis for calculations and presentation are, in all material aspects, unchanged in comparison with the 2013 Annual Report.

The new standard IFRS 10 "Consolidated Financial Statements" was implemented on 1 January 2014 but has not had any significant impact on the financial statements.

The Swedish Financial Supervisory Authority has in addition issued amendments to FFFS 2008:25 in FFFS 2013:24 and 2014:18. These amendments were implemented as from 1 January 2014 except for the amendments in FFFS 2014:18 that were implemented in the third quarter 2014. The amendments in FFFS 2014:18 require changed capital adequacy disclosures (presented in Note 11 "Capital adequacy"). The amendments in FFFS 2013:24 have not had any significant impact on the financial statements.

### Impact on capital adequacy from new or amended IFRS standards

IFRS 9 "Financial Instruments" covering classification and measurement, impairment and general hedging

has been adopted by the IASB but has not yet been implemented by Nordea.

The changes in classification and measurement are not expected to have a significant impact on Nordea's income statement or balance sheet as the mixed measurement model will be maintained. Significant reclassifications between fair value and amortised cost or impact on the capital adequacy or large exposures are not expected, but this is naturally dependent on the financial instruments on Nordea's balance sheet at transition.

The impairment requirements in IFRS 9 are based on an expected loss model as opposed to the current incurred loss model in IAS 39. In general, it is expected that the new requirements will increase loan loss provisions, decrease equity and have a negative impact on capital adequacy at transition. Nordea has not yet finalised any impact assessment.

The main change to the general hedging requirements is that the standard aligns hedge accounting more closely with the risk management activities. As Nordea generally uses macro (portfolio) hedge accounting Nordea's assessment is that the new requirements will not have any significant impact on Nordea's financial statements, capital adequacy or large exposures in the period of initial application.

The IASB has also adopted IFRS 15 "Revenue from Contracts with Customers". The new standard has not yet been implemented by Nordea. It is not expected that the standard will have any significant impact on Nordea's financial statements, capital adequacy or large exposures in the period of initial application.

Other amendments to IFRS are not assessed to have any significant impact on Nordea's financial statements, capital adequacy or large exposures in the period of initial application.

### Exchange rates

|                                  | Jan-Dec<br>2014 | Jan-Dec<br>2013 |
|----------------------------------|-----------------|-----------------|
| EUR 1 = SEK                      |                 |                 |
| Income statement (average)       | 9.1012          | 8.6524          |
| Balance sheet (at end of period) | 9.3930          | 8.8591          |
| EUR 1 = DKK                      |                 |                 |
| Income statement (average)       | 7.4548          | 7.4579          |
| Balance sheet (at end of period) | 7.4453          | 7.4593          |
| EUR 1 = NOK                      |                 |                 |
| Income statement (average)       | 8.3597          | 7.8091          |
| Balance sheet (at end of period) | 9.0420          | 8.3630          |
| EUR 1 = PLN                      |                 |                 |
| Income statement (average)       | 4.1859          | 4.1969          |
| Balance sheet (at end of period) | 4.2732          | 4.1543          |
| EUR 1 = RUB                      |                 |                 |
| Income statement (average)       | 50.9996         | 42.3269         |
| Balance sheet (at end of period) | 72.3370         | 45.3246         |

## Note 2 Segment reporting

|                                                              | Operating segments |                    |                   |                        |                          |                          |                | Total Group   |
|--------------------------------------------------------------|--------------------|--------------------|-------------------|------------------------|--------------------------|--------------------------|----------------|---------------|
|                                                              | Retail Banking     | Whole-sale Banking | Wealth Management | Group Corporate Centre | Other operating segments | Total operating segments | Reconciliation |               |
| <b>Jan-Dec 2014</b>                                          |                    |                    |                   |                        |                          |                          |                |               |
| Total operating income, EURm                                 | 5,840              | 2,484              | 1,696             | 369                    | -10                      | 10,379                   | -155           | <b>10,224</b> |
| - of which internal transactions <sup>1</sup> , EURm         | -1,547             | -221               | 16                | 1,694                  | 58                       | 0                        | -              | -             |
| Operating profit, EURm                                       | 2,383              | 1,523              | 902               | 90                     | -19                      | 4,879                    | -555           | <b>4,324</b>  |
| Loans to the public <sup>2</sup> , EURbn                     | 224                | 57                 | 9                 | -                      | -                        | 290                      | 58             | <b>348</b>    |
| Deposits and borrowings from the public <sup>2</sup> , EURbn | 110                | 41                 | 11                | -                      | -                        | 162                      | 35             | <b>197</b>    |

|                                                              |        |       |       |       |    |        |      |              |
|--------------------------------------------------------------|--------|-------|-------|-------|----|--------|------|--------------|
| <b>Jan-Dec 2013</b>                                          |        |       |       |       |    |        |      |              |
| Total operating income, EURm                                 | 5,618  | 2,550 | 1,514 | 400   | 32 | 10,114 | -223 | <b>9,891</b> |
| - of which internal transactions <sup>1</sup> , EURm         | -1,622 | -283  | 22    | 1,816 | 67 | 0      | -    | -            |
| Operating profit, EURm                                       | 2,068  | 1,432 | 728   | 138   | 23 | 4,389  | -273 | <b>4,116</b> |
| Loans to the public <sup>2</sup> , EURbn                     | 217    | 57    | 9     | -     | -  | 283    | 59   | <b>342</b>   |
| Deposits and borrowings from the public <sup>2</sup> , EURbn | 107    | 41    | 11    | -     | -  | 159    | 42   | <b>201</b>   |

<sup>1</sup> IFRS 8 requires information on revenues from transactions between operating segments. Nordea has defined intersegment revenues as internal interest income and expense related to the funding of the operating segments by the internal bank in Group Corporate Centre.

<sup>2</sup> The volumes are only disclosed separately for operating segments if separately reported to the Chief Operating Decision Maker.

## Breakdown of Retail Banking, Wholesale Banking and Wealth Management

|                                                | Retail Banking Nordic <sup>1</sup> |        | Retail Banking Baltic countries <sup>2</sup> |      | Retail Banking Other <sup>3</sup> |      | Retail Banking Jan-Dec |               |
|------------------------------------------------|------------------------------------|--------|----------------------------------------------|------|-----------------------------------|------|------------------------|---------------|
|                                                | Jan-Dec                            |        | Jan-Dec                                      |      | Jan-Dec                           |      | Jan-Dec                |               |
|                                                | 2014                               | 2013   | 2014                                         | 2013 | 2014                              | 2013 | 2014                   | 2013          |
| Total operating income, EURm                   | 5,775                              | 5,532  | 175                                          | 166  | -110                              | -80  | <b>5,840</b>           | <b>5,618</b>  |
| - of which internal transactions, EURm         | -1,335                             | -1,448 | -41                                          | -46  | -171                              | -128 | <b>-1,547</b>          | <b>-1,622</b> |
| Operating profit, EURm                         | 2,526                              | 2,166  | 26                                           | 40   | -169                              | -138 | <b>2,383</b>           | <b>2,068</b>  |
| Loans to the public, EURbn                     | 216                                | 209    | 8                                            | 8    | -                                 | -    | <b>224</b>             | <b>217</b>    |
| Deposits and borrowings from the public, EURbn | 106                                | 104    | 4                                            | 3    | -                                 | -    | <b>110</b>             | <b>107</b>    |

|                                                | Corporate & Institutional Banking |       | Shipping, Offshore & Oil Services |      | Nordea Bank Russia |      | Capital Markets unallocated |      | Wholesale Banking Other <sup>4</sup> |      | Wholesale Banking Jan-Dec |              |
|------------------------------------------------|-----------------------------------|-------|-----------------------------------|------|--------------------|------|-----------------------------|------|--------------------------------------|------|---------------------------|--------------|
|                                                | Jan-Dec                           |       | Jan-Dec                           |      | Jan-Dec            |      | Jan-Dec                     |      | Jan-Dec                              |      | Jan-Dec                   |              |
|                                                | 2014                              | 2013  | 2014                              | 2013 | 2014               | 2013 | 2014                        | 2013 | 2014                                 | 2013 | 2014                      | 2013         |
| Total operating income, EURm                   | 1,525                             | 1,499 | 365                               | 339  | 303                | 244  | 280                         | 442  | 11                                   | 26   | <b>2,484</b>              | <b>2,550</b> |
| - of which internal transactions, EURm         | -146                              | -215  | -62                               | -77  | -32                | -42  | 100                         | 134  | -81                                  | -83  | <b>-221</b>               | <b>-283</b>  |
| Operating profit, EURm                         | 987                               | 918   | 340                               | 185  | 179                | 152  | 77                          | 229  | -60                                  | -52  | <b>1,523</b>              | <b>1,432</b> |
| Loans to the public, EURbn                     | 39                                | 39    | 11                                | 12   | 7                  | 6    | -                           | -    | -                                    | -    | <b>57</b>                 | <b>57</b>    |
| Deposits and borrowings from the public, EURbn | 36                                | 36    | 4                                 | 4    | 1                  | 1    | -                           | -    | -                                    | -    | <b>41</b>                 | <b>41</b>    |

|                                                | Private Banking |      | Asset Management |      | Life & Pension unallocated |      | Wealth Management Other <sup>5</sup> |      | Wealth Management Jan-Dec |              |
|------------------------------------------------|-----------------|------|------------------|------|----------------------------|------|--------------------------------------|------|---------------------------|--------------|
|                                                | Jan-Dec         |      | Jan-Dec          |      | Jan-Dec                    |      | Jan-Dec                              |      | Jan-Dec                   |              |
|                                                | 2014            | 2013 | 2014             | 2013 | 2014                       | 2013 | 2014                                 | 2013 | 2014                      | 2013         |
| Total operating income, EURm                   | 814             | 726  | 599              | 503  | 554                        | 486  | -271                                 | -201 | <b>1,696</b>              | <b>1,514</b> |
| - of which internal transactions, EURm         | 12              | 15   | 0                | 0    | 0                          | 1    | 4                                    | 6    | <b>16</b>                 | <b>22</b>    |
| Operating profit, EURm                         | 403             | 316  | 373              | 283  | 348                        | 277  | -222                                 | -148 | <b>902</b>                | <b>728</b>   |
| Loans to the public, EURbn                     | 9               | 9    | -                | -    | -                          | -    | -                                    | -    | <b>9</b>                  | <b>9</b>     |
| Deposits and borrowings from the public, EURbn | 11              | 11   | -                | -    | -                          | -    | -                                    | -    | <b>11</b>                 | <b>11</b>    |

<sup>1</sup> Retail Banking Nordic includes banking operations in Denmark, Finland, Norway and Sweden.

<sup>2</sup> Retail Banking Baltic countries includes banking operations in Estonia, Latvia and Lithuania.

<sup>3</sup> Retail Banking Other includes the support areas Development & Projects, Distribution, Segments, Products and IT.

<sup>4</sup> Wholesale Banking Other includes the area International Units and the support areas Transaction Products, Segment CIB and IT.

<sup>5</sup> Wealth Management Other includes the area Savings and support areas, such as IT.

Note 2, continued

#### Reconciliation between total operating segments and financial statements

|                                                 | Operating profit,<br>EURm<br>Jan-Dec |              | Loans to the public,<br>EURbn<br>31 Dec |            | Deposits and<br>borrowings<br>from the public,<br>EURbn<br>31 Dec |            |
|-------------------------------------------------|--------------------------------------|--------------|-----------------------------------------|------------|-------------------------------------------------------------------|------------|
|                                                 | 2014                                 | 2013         | 2014                                    | 2013       | 2014                                                              | 2013       |
| Total operating segments                        | 4,879                                | 4,389        | 290                                     | 283        | 162                                                               | 159        |
| Group functions <sup>1</sup>                    | -129                                 | -116         | -                                       | -          | -                                                                 | -          |
| Unallocated items <sup>2</sup>                  | -81                                  | 47           | 69                                      | 53         | 39                                                                | 39         |
| Differences in accounting policies <sup>3</sup> | -345                                 | -204         | -11                                     | 6          | -4                                                                | 3          |
| <b>Total</b>                                    | <b>4,324</b>                         | <b>4,116</b> | <b>348</b>                              | <b>342</b> | <b>197</b>                                                        | <b>201</b> |

<sup>1</sup> Consists of Group Risk Management, Group Internal Audit, Group Identity & Communications, Group Human Resources and

Group Executive Management.

<sup>2</sup> Including non-recurring items 2014 EUR -157m.

<sup>3</sup> Impact from plan exchange rates used in the segment reporting. As from Q1 2014 the allocation principles have changed, which in addition leads to a difference between the measurement of the operating profit in the "Total operating segments" and the "Total Group". Comparative figures have been restated accordingly.

#### Measurement of operating segments' performance

The measurement principles and allocation between operating segments follow the information reported to the Chief Operating Decision Maker (CODM), as required by IFRS 8. In Nordea the CODM has been defined as Group Executive Management. The main differences compared to the section "Business areas" in this report are that the information for CODM is prepared using plan exchange rates and to that different allocation principles between operating segments have been applied.

Financial results are presented for the main business areas Retail Banking, Wholesale Banking and Wealth Management, with a further breakdown on operating segments, and the operating segment Group Corporate Centre. Other operating segments below the quantitative thresholds in IFRS 8 are included in Other operating segments. Group functions (and eliminations) as well as the result that is not fully allocated to any of the operating segments, are shown separately as reconciling items.

**Note 3 Net fee and commission income**

| EURm                                               | Q4<br>2014   | Q3<br>2014  | Q4<br>2013  | Jan-Dec<br>2014 | Jan-Dec<br>2013 |
|----------------------------------------------------|--------------|-------------|-------------|-----------------|-----------------|
| Asset management commissions                       | 327          | 296         | 273         | 1,188           | 1,000           |
| Life insurance                                     | 97           | 92          | 101         | 367             | 350             |
| Brokerage, securities issues and corporate finance | 65           | 59          | 80          | 281             | 296             |
| Custody and issuer services                        | 30           | 23          | 38          | 129             | 124             |
| Deposits                                           | 9            | 11          | 13          | 39              | 50              |
| Total savings and investments                      | 528          | 481         | 505         | 2,004           | 1,820           |
| Payments                                           | 104          | 98          | 110         | 406             | 417             |
| Cards                                              | 129          | 147         | 127         | 529             | 508             |
| Total payment and cards                            | 233          | 245         | 237         | 935             | 925             |
| Lending                                            | 155          | 124         | 124         | 541             | 510             |
| Guarantees and documentary payments                | 46           | 45          | 51          | 181             | 187             |
| Total lending related commissions                  | 201          | 169         | 175         | 722             | 697             |
| Other commission income                            | 44           | 27          | 32          | 138             | 132             |
| <b>Fee and commission income</b>                   | <b>1,006</b> | <b>922</b>  | <b>949</b>  | <b>3,799</b>    | <b>3,574</b>    |
| Savings and investments                            | -85          | -111        | -94         | -363            | -322            |
| Payments                                           | -22          | -21         | -23         | -85             | -90             |
| Cards                                              | -69          | -64         | -69         | -253            | -259            |
| State guarantee fees                               | -32          | -34         | -33         | -132            | -132            |
| Other commission expenses                          | -35          | -25         | -27         | -124            | -129            |
| <b>Fee and commission expenses</b>                 | <b>-243</b>  | <b>-255</b> | <b>-246</b> | <b>-957</b>     | <b>-932</b>     |
| <b>Net fee and commission income</b>               | <b>763</b>   | <b>667</b>  | <b>703</b>  | <b>2,842</b>    | <b>2,642</b>    |

**Note 4 Net result from items at fair value**

| EURm                                                               | Q4<br>2014 | Q3<br>2014 | Q4<br>2013 | Jan-Dec<br>2014 | Jan-Dec<br>2013 |
|--------------------------------------------------------------------|------------|------------|------------|-----------------|-----------------|
| Shares/participations and other share-related instruments          | 1,096      | 837        | 879        | 2,829           | 2,630           |
| Interest-bearing securities and other interest-related instruments | 792        | 195        | 397        | 3,119           | 238             |
| Other financial instruments                                        | -32        | 326        | -74        | 409             | 90              |
| Foreign exchange gains/losses                                      | 25         | -170       | 157        | -564            | 876             |
| Investment properties                                              | 44         | 36         | 40         | 245             | 145             |
| Change in technical provisions <sup>1</sup> , Life insurance       | -1,246     | -798       | -876       | -3,834          | -1,519          |
| Change in collective bonus potential, Life insurance               | -333       | -171       | -216       | -871            | -978            |
| Insurance risk income, Life insurance                              | 55         | 57         | 49         | 212             | 202             |
| Insurance risk expense, Life insurance                             | -34        | -21        | -23        | -120            | -145            |
| <b>Total</b>                                                       | <b>367</b> | <b>291</b> | <b>333</b> | <b>1,425</b>    | <b>1,539</b>    |

**Of which Life insurance**

| EURm                                                               | Q4<br>2014 | Q3<br>2014 | Q4<br>2013 | Jan-Dec<br>2014 | Jan-Dec<br>2013 |
|--------------------------------------------------------------------|------------|------------|------------|-----------------|-----------------|
| Shares/participations and other share-related instruments          | 1,005      | 444        | 849        | 2,398           | 2,418           |
| Interest-bearing securities and other interest-related instruments | 702        | 624        | 208        | 2,473           | 30              |
| Other financial instruments                                        | 0          | 5          | 0          | 0               | 0               |
| Foreign exchange gains/losses                                      | -97        | -108       | 27         | -241            | 66              |
| Investment properties                                              | 45         | 39         | 39         | 255             | 144             |
| Change in technical provisions <sup>1</sup> , Life insurance       | -1,246     | -798       | -876       | -3,834          | -1,519          |
| Change in collective bonus potential, Life insurance               | -333       | -171       | -216       | -871            | -978            |
| Insurance risk income, Life insurance                              | 55         | 57         | 49         | 212             | 202             |
| Insurance risk expense, Life insurance                             | -34        | -21        | -23        | -120            | -145            |
| <b>Total</b>                                                       | <b>97</b>  | <b>71</b>  | <b>57</b>  | <b>272</b>      | <b>218</b>      |

<sup>1</sup> Premium income amounts to EUR 605m for Q4 2014 and EUR 2,270 for Jan-Dec 2014, (Q3 2014: EUR 517m, Q4 2013: EUR 531m, Jan-Dec 2013: EUR 2,278m).

**Note 5 Other expenses**

|                                                        | Q4          | Q3          | Q4          | Jan-Dec       | Jan-Dec       |
|--------------------------------------------------------|-------------|-------------|-------------|---------------|---------------|
| EURm                                                   | 2014        | 2014        | 2013        | 2014          | 2013          |
| Information technology                                 | -157        | -130        | -200        | -558          | -671          |
| Marketing and representation                           | -29         | -20         | -32         | -103          | -116          |
| Postage, transportation, telephone and office expenses | -45         | -40         | -44         | -177          | -192          |
| Rents, premises and real estate                        | -85         | -90         | -90         | -387          | -373          |
| Other                                                  | -100        | -98         | -114        | -410          | -483          |
| <b>Total</b>                                           | <b>-416</b> | <b>-378</b> | <b>-480</b> | <b>-1,635</b> | <b>-1,835</b> |

**Note 6 Net loan losses**

|                                             | Q4          | Q3          | Q4          | Jan-Dec     | Jan-Dec     |
|---------------------------------------------|-------------|-------------|-------------|-------------|-------------|
| EURm                                        | 2014        | 2014        | 2013        | 2014        | 2013        |
| <b>Loan losses divided by class</b>         |             |             |             |             |             |
| Realised loan losses                        | 0           | -2          | 0           | -2          | 0           |
| Allowances to cover realised loan losses    | 0           | 2           | 0           | 2           | -           |
| Recoveries on previous realised loan losses | -           | -           | 0           | 0           | 0           |
| Provisions                                  | 0           | 1           | 1           | 0           | 0           |
| Reversal of previous provisions             | 0           | 22          | 0           | 23          | 1           |
| <b>Loans to credit institutions</b>         | <b>0</b>    | <b>23</b>   | <b>1</b>    | <b>23</b>   | <b>1</b>    |
| Realised loan losses                        | -208        | -115        | -227        | -633        | -709        |
| Allowances to cover realised loan losses    | 146         | 69          | 173         | 450         | 508         |
| Recoveries on previous realised loan losses | 20          | 24          | 21          | 81          | 76          |
| Provisions                                  | -256        | -245        | -289        | -998        | -1,131      |
| Reversal of previous provisions             | 169         | 126         | 149         | 557         | 508         |
| <b>Loans to the public</b>                  | <b>-129</b> | <b>-141</b> | <b>-173</b> | <b>-543</b> | <b>-748</b> |
| Realised loan losses                        | -2          | 0           | 0           | -3          | 0           |
| Allowances to cover realised loan losses    | 2           | 0           | 0           | 3           | -           |
| Recoveries on previous realised loan losses | -           | -           | 0           | -           | 0           |
| Provisions                                  | -28         | -25         | -9          | -107        | -25         |
| Reversal of previous provisions             | 28          | 31          | 1           | 93          | 37          |
| <b>Off-balance sheet items</b>              | <b>0</b>    | <b>6</b>    | <b>-8</b>   | <b>-14</b>  | <b>12</b>   |
| <b>Net loan losses</b>                      | <b>-129</b> | <b>-112</b> | <b>-180</b> | <b>-534</b> | <b>-735</b> |

**Key ratios**

|                               | Q4   | Q3   | Q4   | Jan-Dec | Jan-Dec |
|-------------------------------|------|------|------|---------|---------|
|                               | 2014 | 2014 | 2013 | 2014    | 2013    |
| Loan loss ratio, basis points | 15   | 12   | 21   | 15      | 21      |
| - of which individual         | 15   | 12   | 20   | 15      | 20      |
| - of which collective         | 0    | 0    | 1    | 0       | 1       |

**Note 7 Loans and impairment**

|                                                     | Total          |                |                |
|-----------------------------------------------------|----------------|----------------|----------------|
|                                                     | 31 Dec         | 30 Sep         | 31 Dec         |
| EURm                                                | 2014           | 2014           | 2013           |
| Loans, not impaired                                 | 363,584        | 378,214        | 361,218        |
| Impaired loans                                      | 6,425          | 6,538          | 6,564          |
| -of which performing                                | 4,115          | 4,168          | 3,909          |
| -of which non-performing                            | 2,310          | 2,370          | 2,655          |
| <b>Loans before allowances</b>                      | <b>370,009</b> | <b>384,752</b> | <b>367,782</b> |
| Allowances for individually assessed impaired loans | -2,329         | -2,416         | -2,397         |
| -of which performing                                | -1,432         | -1,447         | -1,372         |
| -of which non-performing                            | -897           | -969           | -1,025         |
| Allowances for collectively assessed impaired loans | -420           | -437           | -422           |
| <b>Allowances</b>                                   | <b>-2,749</b>  | <b>-2,853</b>  | <b>-2,819</b>  |
| <b>Loans, carrying amount</b>                       | <b>367,260</b> | <b>381,899</b> | <b>364,963</b> |

  

|                                                     | Central banks and credit institutions |               |               | The public     |                |                |
|-----------------------------------------------------|---------------------------------------|---------------|---------------|----------------|----------------|----------------|
|                                                     | 31 Dec                                | 30 Sep        | 31 Dec        | 31 Dec         | 30 Sep         | 31 Dec         |
| EURm                                                | 2014                                  | 2014          | 2013          | 2014           | 2014           | 2013           |
| Loans, not impaired                                 | 19,177                                | 22,085        | 22,515        | 344,407        | 356,129        | 338,703        |
| Impaired loans                                      | -                                     | -             | 24            | 6,425          | 6,538          | 6,540          |
| -of which performing                                | -                                     | -             | -             | 4,115          | 4,168          | 3,909          |
| -of which non-performing                            | -                                     | -             | 24            | 2,310          | 2,370          | 2,631          |
| <b>Loans before allowances</b>                      | <b>19,177</b>                         | <b>22,085</b> | <b>22,539</b> | <b>350,832</b> | <b>362,667</b> | <b>345,243</b> |
| Allowances for individually assessed impaired loans | -                                     | -             | -24           | -2,329         | -2,416         | -2,373         |
| -of which performing                                | -                                     | -             | -             | -1,432         | -1,447         | -1,372         |
| -of which non-performing                            | -                                     | -             | -24           | -897           | -969           | -1,001         |
| Allowances for collectively assessed impaired loans | -2                                    | -2            | -3            | -418           | -435           | -419           |
| <b>Allowances</b>                                   | <b>-2</b>                             | <b>-2</b>     | <b>-27</b>    | <b>-2,747</b>  | <b>-2,851</b>  | <b>-2,792</b>  |
| <b>Loans, carrying amount</b>                       | <b>19,175</b>                         | <b>22,083</b> | <b>22,512</b> | <b>348,085</b> | <b>359,816</b> | <b>342,451</b> |

**Allowances and provisions**

|                                           | 31 Dec        | 30 Sep        | 31 Dec        |
|-------------------------------------------|---------------|---------------|---------------|
| EURm                                      | 2014          | 2014          | 2013          |
| Allowances for items on the balance sheet | -2,749        | -2,853        | -2,819        |
| Provisions for off balance sheet items    | -72           | -75           | -61           |
| <b>Total allowances and provisions</b>    | <b>-2,821</b> | <b>-2,928</b> | <b>-2,880</b> |

**Key ratios**

|                                                   | 31 Dec | 30 Sep | 31 Dec |
|---------------------------------------------------|--------|--------|--------|
|                                                   | 2014   | 2014   | 2013   |
| Impairment rate, gross, basis points              | 174    | 170    | 178    |
| Impairment rate, net, basis points                | 111    | 107    | 113    |
| Total allowance rate, basis points                | 74     | 74     | 77     |
| Allowances in relation to impaired loans, %       | 36     | 37     | 37     |
| Total allowances in relation to impaired loans, % | 43     | 44     | 43     |
| Non-performing, not impaired, EURm                | 289    | 318    | 418    |

**Note 8 Classification of financial instruments**

| EURm                                                                               | Loans and<br>receivables | Held to<br>maturity | Held for<br>trading | Designated<br>at fair value<br>through<br>profit or loss | Derivatives<br>used for<br>hedging | Available<br>for sale | Total          |
|------------------------------------------------------------------------------------|--------------------------|---------------------|---------------------|----------------------------------------------------------|------------------------------------|-----------------------|----------------|
| <b>Financial assets</b>                                                            |                          |                     |                     |                                                          |                                    |                       |                |
| Cash and balances with central banks                                               | 31,067                   | -                   | -                   | -                                                        | -                                  | -                     | 31,067         |
| Loans to central banks                                                             | 6,676                    | -                   | 282                 | -                                                        | -                                  | -                     | 6,958          |
| Loans to credit institutions                                                       | 7,657                    | -                   | 4,547               | 13                                                       | -                                  | -                     | 12,217         |
| Loans to the public                                                                | 246,862                  | -                   | 49,517              | 51,706                                                   | -                                  | -                     | 348,085        |
| Interest-bearing securities                                                        | -                        | 2,630               | 34,418              | 18,541                                                   | -                                  | 31,521                | 87,110         |
| Financial instruments pledged as collateral                                        | -                        | -                   | 12,151              | -                                                        | -                                  | -                     | 12,151         |
| Shares                                                                             | -                        | -                   | 8,445               | 31,300                                                   | -                                  | 4                     | 39,749         |
| Derivatives                                                                        | -                        | -                   | 102,279             | -                                                        | 2,840                              | -                     | 105,119        |
| Fair value changes of the hedged items in<br>portfolio hedge of interest rate risk | 256                      | -                   | -                   | -                                                        | -                                  | -                     | 256            |
| Other assets                                                                       | 4,590                    | -                   | -                   | 11,176                                                   | -                                  | -                     | 15,766         |
| Prepaid expenses and accrued income                                                | 1,123                    | -                   | 4                   | -                                                        | -                                  | -                     | 1,127          |
| <b>Total 31 Dec 2014</b>                                                           | <b>298,231</b>           | <b>2,630</b>        | <b>211,643</b>      | <b>112,736</b>                                           | <b>2,840</b>                       | <b>31,525</b>         | <b>659,605</b> |
| Total 31 Dec 2013 <sup>1</sup>                                                     | 304,996                  | 5,359               | 166,073             | 105,551                                                  | 1,947                              | 28,006                | 611,932        |

| EURm                                                                               | Held for<br>trading | Designated<br>at fair value<br>through<br>profit or loss | Derivatives<br>used for<br>hedging | Other<br>financial<br>liabilities | Total          |
|------------------------------------------------------------------------------------|---------------------|----------------------------------------------------------|------------------------------------|-----------------------------------|----------------|
| <b>Financial liabilities</b>                                                       |                     |                                                          |                                    |                                   |                |
| Deposits by credit institutions                                                    | 23,806              | 3,220                                                    | -                                  | 29,296                            | 56,322         |
| Deposits and borrowings from the public                                            | 24,577              | 8,343                                                    | -                                  | 164,334                           | 197,254        |
| Liabilities to policyholders, investment contracts                                 | -                   | 16,741                                                   | -                                  | -                                 | 16,741         |
| Debt securities in issue                                                           | 8,001               | 42,619                                                   | -                                  | 143,654                           | 194,274        |
| Derivatives                                                                        | 95,118              | -                                                        | 2,222                              | -                                 | 97,340         |
| Fair value changes of the hedged items in<br>portfolio hedge of interest rate risk | -                   | -                                                        | -                                  | 3,418                             | 3,418          |
| Other liabilities                                                                  | 6,903               | 10,061                                                   | -                                  | 6,377                             | 23,341         |
| Accrued expenses and prepaid income                                                | 9                   | -                                                        | -                                  | 345                               | 354            |
| Subordinated liabilities                                                           | -                   | -                                                        | -                                  | 7,942                             | 7,942          |
| <b>Total 31 Dec 2014</b>                                                           | <b>158,414</b>      | <b>80,984</b>                                            | <b>2,222</b>                       | <b>355,366</b>                    | <b>596,986</b> |
| Total 31 Dec 2013 <sup>1</sup>                                                     | 132,375             | 68,001                                                   | 1,336                              | 356,619                           | 558,331        |

<sup>1</sup> The comparative figures have been restated to reflect a correction of the classification of liabilities linked to the development of assets in pooled schemes. The deposits have been moved from "Other financial liabilities" to "Designated at fair value through profit or loss". Corresponding assets have been moved from "Held for trading" to "Designated at fair value through profit or loss". There was no impact on the carrying amounts.

**Note 9 Fair value of financial assets and liabilities**

| EURm                                        | 31 Dec 2014     |                | 31 Dec 2013     |                |
|---------------------------------------------|-----------------|----------------|-----------------|----------------|
|                                             | Carrying amount | Fair value     | Carrying amount | Fair value     |
| <b>Financial assets</b>                     |                 |                |                 |                |
| Cash and balances with central banks        | 31,067          | 31,067         | 33,529          | 33,529         |
| Loans                                       | 367,516         | 368,872        | 365,166         | 365,166        |
| Interest-bearing securities                 | 87,110          | 87,421         | 87,314          | 87,439         |
| Financial instruments pledged as collateral | 12,151          | 12,151         | 9,575           | 9,575          |
| Shares                                      | 39,749          | 39,749         | 33,271          | 33,271         |
| Derivatives                                 | 105,119         | 105,119        | 70,992          | 70,992         |
| Other assets                                | 15,766          | 15,766         | 10,179          | 10,179         |
| Prepaid expenses and accrued income         | 1,127           | 1,127          | 1,906           | 1,906          |
| <b>Total</b>                                | <b>659,605</b>  | <b>661,272</b> | <b>611,932</b>  | <b>612,057</b> |
| <b>Financial liabilities</b>                |                 |                |                 |                |
| Deposits and debt instruments               | 459,210         | 460,653        | 453,714         | 455,368        |
| Liabilities to policyholders                | 16,741          | 16,741         | 13,737          | 13,737         |
| Derivatives                                 | 97,340          | 97,340         | 65,924          | 65,924         |
| Other liabilities                           | 23,341          | 23,341         | 22,610          | 22,610         |
| Accrued expenses and prepaid income         | 354             | 354            | 2,346           | 2,346          |
| <b>Total</b>                                | <b>596,986</b>  | <b>598,429</b> | <b>558,331</b>  | <b>559,985</b> |

The determination of fair value is described in the Annual report 2013, Note G42 "Assets and liabilities at fair value". The fair value for year 2014 has for loans been estimated by discounting the expected future cash flows with an assumed customer interest rate that would have been used on the market if the loans had been issued at the time of the measurement. The assumed customer interest rate is calculated as the benchmark interest rate plus the average margin on new lending in Retail Banking and Wholesale Banking respectively.

**Note 10 Financial assets and liabilities held at fair value on the balance sheet****Categorisation into the fair value hierarchy**

| EURm                                                              | Quoted prices in<br>active markets for<br>the same<br>instrument<br>(Level 1) | Of which<br>Life | Valuation<br>technique<br>using<br>observable<br>data<br>(Level 2) | Of which<br>Life | Valuation<br>technique<br>using non-<br>observable<br>data<br>(Level 3) | Of which<br>Life | Total          |
|-------------------------------------------------------------------|-------------------------------------------------------------------------------|------------------|--------------------------------------------------------------------|------------------|-------------------------------------------------------------------------|------------------|----------------|
| <b>Assets at fair value on the balance sheet<sup>1</sup></b>      |                                                                               |                  |                                                                    |                  |                                                                         |                  |                |
| Loans to central banks                                            | -                                                                             | -                | 282                                                                | -                | -                                                                       | -                | 282            |
| Loans to credit institutions                                      | -                                                                             | -                | 4,560                                                              | 7                | -                                                                       | -                | 4,560          |
| Loans to the public                                               | -                                                                             | -                | 101,223                                                            | -                | -                                                                       | -                | 101,223        |
| Interest-bearing securities <sup>2</sup>                          | 54,724                                                                        | 12,805           | 41,598                                                             | 6,936            | 279                                                                     | 53               | 96,601         |
| Shares <sup>3</sup>                                               | 32,724                                                                        | 22,739           | 1,597                                                              | 1,596            | 5,458                                                                   | 4,486            | 39,779         |
| Derivatives                                                       | 102                                                                           | -                | 103,551                                                            | 119              | 1,466                                                                   | -                | 105,119        |
| Other assets                                                      | -                                                                             | -                | 11,176                                                             | -                | -                                                                       | -                | 11,176         |
| Prepaid expenses and accrued income                               | -                                                                             | -                | 4                                                                  | -                | -                                                                       | -                | 4              |
| <b>Total 31 Dec 2014</b>                                          | <b>87,550</b>                                                                 | <b>35,544</b>    | <b>263,991</b>                                                     | <b>8,658</b>     | <b>7,203</b>                                                            | <b>4,539</b>     | <b>358,744</b> |
| Total 31 Dec 2013                                                 | 87,475                                                                        | 30,764           | 208,347                                                            | 8,362            | 5,755                                                                   | 2,946            | 301,577        |
| <b>Liabilities at fair value on the balance sheet<sup>1</sup></b> |                                                                               |                  |                                                                    |                  |                                                                         |                  |                |
| Deposits by credit institutions                                   | -                                                                             | -                | 27,026                                                             | 1,541            | -                                                                       | -                | 27,026         |
| Deposits and borrowings from the public                           | -                                                                             | -                | 32,920                                                             | -                | -                                                                       | -                | 32,920         |
| Liabilities to policyholders                                      | -                                                                             | -                | 16,741                                                             | 16,741           | -                                                                       | -                | 16,741         |
| Debt securities in issue                                          | 42,619                                                                        | -                | 8,001                                                              | -                | -                                                                       | -                | 50,620         |
| Derivatives                                                       | 91                                                                            | -                | 95,623                                                             | 56               | 1,626                                                                   | -                | 97,340         |
| Other liabilities                                                 | 4,667                                                                         | -                | 12,297                                                             | -                | -                                                                       | -                | 16,964         |
| Accrued expenses and prepaid income                               | -                                                                             | -                | 9                                                                  | -                | -                                                                       | -                | 9              |
| <b>Total 31 Dec 2014</b>                                          | <b>47,377</b>                                                                 | <b>-</b>         | <b>192,617</b>                                                     | <b>18,338</b>    | <b>1,626</b>                                                            | <b>-</b>         | <b>241,620</b> |
| Total 31 Dec 2013                                                 | 44,095                                                                        | -                | 156,217                                                            | 14,905           | 1,400                                                                   | -                | 201,712        |

<sup>1</sup> All items are measured at fair value on a recurring basis at the end of each reporting period.

<sup>2</sup> Of which EUR 12,121m relates to the balance sheet item Financial instruments pledged as collateral.

<sup>3</sup> Of which EUR 30m relates to the balance sheet item Financial instruments pledged as collateral.

**Determination of fair values for items measured at fair value on the balance sheet**

For information about valuation techniques and inputs used in the fair value measurement, see the Annual report 2013, Note G42 "Assets and liabilities at fair value".

**Transfers between Level 1 and 2**

During the period, Nordea transferred interest-bearing securities (including such financial instruments pledged as collateral) of EUR 149m from Level 1 to Level 2 and EUR 1,290m from Level 2 to Level 1 of the fair value hierarchy. Nordea also transferred other liabilities of EUR 55m from Level 2 to Level 1. The reason for the transfers from Level 1 to Level 2 was that the instruments ceased to be actively traded during the period and fair values have now been obtained using valuation techniques with observable market inputs. The reason for the transfer from Level 2 to Level 1 was that the instruments have again been actively traded during the period and reliable quoted prices are obtained in the market. Transfers between levels are considered to have occurred at the end of the reporting period.

## Note 10, continued

## Movements in Level 3

| EURm                        | Fair value gains/losses recognised in the income statement during the year |            |             | Recognised in OCI | Purchases / Issues | Sales         | Settlements | Transfers into Level 3 | Transfers out of Level 3 | Translation differences | 31 Dec       |
|-----------------------------|----------------------------------------------------------------------------|------------|-------------|-------------------|--------------------|---------------|-------------|------------------------|--------------------------|-------------------------|--------------|
|                             | 1 Jan                                                                      | Realised   | Un-realised |                   |                    |               |             |                        |                          |                         |              |
| Interest-bearing securities | 478                                                                        | 8          | 10          | -2                | 163                | -373          | -3          | -                      | -                        | -2                      | 279          |
| - of which Life insurance   | 104                                                                        | 5          | 5           | -                 | 19                 | -78           | -           | -                      | -                        | -2                      | 53           |
| Shares                      | 3,841                                                                      | 388        | 313         | -                 | 2,417              | -1,441        | -22         | -                      | -22                      | -16                     | 5,458        |
| - of which Life insurance   | 2,842                                                                      | 324        | 238         | -                 | 2,332              | -1,196        | -15         | -                      | -22                      | -17                     | 4,486        |
| Derivatives (net)           | 37                                                                         | -488       | -197        | -                 | -                  | -             | 488         | -                      | -                        | -                       | -160         |
| Other liabilities           | 1                                                                          | -          | -           | -                 | -                  | -1            | -           | -                      | -                        | -                       | -            |
| <b>Total 2014, net</b>      | <b>4,355</b>                                                               | <b>-92</b> | <b>126</b>  | <b>-2</b>         | <b>2,580</b>       | <b>-1,813</b> | <b>463</b>  | <b>-</b>               | <b>-22</b>               | <b>-18</b>              | <b>5,577</b> |
| Total 2013, net             | 4,824                                                                      | 596        | -173        | -                 | 464                | -1,402        | 237         | -14                    | -137                     | -40                     | 4,355        |

Unrealised gains and losses relate to those assets and liabilities held at the end of the reporting period. During the period Nordea transferred shares of EUR 22m from Level 3 to Level 2. The reason for the transfer from Level 3 to Level 2 was that observable market data became available. Transfers between levels are considered to have occurred at the end of the reporting period. Fair value gains and losses in the income statement during the period are included in "Net result from items at fair value". Assets and liabilities related to derivatives are presented net.

## The valuation processes for fair value measurements in Level 3

For information about valuation processes for fair value measurement in level 3, see the Annual report 2013 Note G42 "Assets and liabilities at fair value".

## Deferred day 1 profit

The transaction price for financial instruments in some cases differs from the fair value at initial recognition measured using a valuation model, mainly due to that the transaction price is not established in an active market. If there are significant unobservable inputs used in the valuation technique (Level 3), the financial instrument is recognised at the transaction price and any difference between the transaction price and fair value at initial recognition measured using a valuation model (Day 1 profit) is deferred. For more information see the Annual report 2013 Note G1 "Accounting policies". The table below shows the aggregate difference yet to be recognised in the income statement at the beginning and end of the period and a reconciliation of how this aggregated difference has changed during the period (movement of deferred Day 1 profit).

## Deferred day 1 profit - Derivatives, net

| EURm                                                 | 2014      | 2013      |
|------------------------------------------------------|-----------|-----------|
| Opening balance at 1 Jan                             | 38        | 24        |
| Deferred profit on new transactions                  | 9         | 26        |
| Recognised in the income statement during the period | -11       | -12       |
| <b>Closing balance at 31 Dec</b>                     | <b>36</b> | <b>38</b> |

## Note 10, continued

## Valuation techniques and inputs used in the fair value measurements in Level 3

| EURm                                                | Fair value   | Of which<br>Life <sup>1</sup> | Valuation techniques                          | Unobservable input                       | Range of<br>fair value <sup>4</sup> |
|-----------------------------------------------------|--------------|-------------------------------|-----------------------------------------------|------------------------------------------|-------------------------------------|
| <b>Interest-bearing securities</b>                  |              |                               |                                               |                                          |                                     |
| Mortgage and other credit institutions <sup>2</sup> | 235          | 9                             | Discounted cash flows                         | Credit spread                            | -8/8                                |
| Corporates                                          | 44           | 44                            | Discounted cash flows                         | Credit spread                            | -3/3                                |
| <b>Total 31 Dec 2014</b>                            | <b>279</b>   | <b>53</b>                     |                                               |                                          | <b>-11/11</b>                       |
| Total 31 Dec 2013                                   | 478          | 104                           |                                               |                                          | -25/25                              |
| <b>Shares</b>                                       |              |                               |                                               |                                          |                                     |
| Private equity funds                                | 2,328        | 1,820                         | Net asset value <sup>3</sup>                  |                                          |                                     |
| Hedge funds                                         | 443          | 181                           | Net asset value <sup>3</sup>                  |                                          |                                     |
| Credit funds                                        | 487          | 377                           | Net asset value/market consensus <sup>3</sup> |                                          |                                     |
| Other funds                                         | 1,970        | 1,950                         | Net asset value/Fund prices <sup>3</sup>      |                                          |                                     |
| Other                                               | 230          | 158                           | -                                             |                                          |                                     |
| <b>Total 31 Dec 2014</b>                            | <b>5,458</b> | <b>4,486</b>                  |                                               |                                          | <b>-542/575</b>                     |
| Total 31 Dec 2013                                   | 3,841        | 2,842                         |                                               |                                          | -381/381                            |
| <b>Derivatives, net</b>                             |              |                               |                                               |                                          |                                     |
| Interest rate derivatives                           | 191          | -                             | Option model                                  | Correlations<br>Volatilities             | -13/9                               |
| Equity derivatives                                  | -220         | -                             | Option model                                  | Correlations<br>Volatilities<br>Dividend | -18/12                              |
| Foreign exchange derivatives                        | -31          | -                             | Option model                                  | Correlations<br>Volatilities             | +/-0                                |
| Credit derivatives                                  | -129         | -                             | Credit derivative model                       | Correlations<br>Recovery rates           | -10/9                               |
| Other                                               | 29           | -                             | Option model                                  | Correlations<br>Volatilities             | +/-0                                |
| <b>Total 31 Dec 2014</b>                            | <b>-160</b>  | <b>-</b>                      |                                               |                                          | <b>-41/30</b>                       |
| Total 31 Dec 2013                                   | 37           | -                             |                                               |                                          | -31/25                              |

<sup>1</sup> Investment in financial instruments is a major part of the life insurance business, acquired to fulfill the obligations behind the insurance- and investment contracts. The gains or losses on these instruments are almost exclusively allocated to policyholders and do consequently not affect Nordea's equity.

<sup>2</sup> Of which EUR 155m is priced at a credit spread (the difference between the discount rate and LIBOR) of 1.45% and a reasonable change of this credit spread would not affect the fair value due to callability features.

<sup>3</sup> The fair values are based on prices and net asset values delivered by external suppliers/custodians. The prices are fixed by the suppliers/custodians on the basis of the development in assets behind the investments. For private equity funds the dominant measurement methodology used by the suppliers/custodians is consistent with the International Private Equity and Venture Capital Valuation (IPEV) guidelines issued by the EVCA (European Venture Capital Association). Less than 15% of the private equity fund investments are internally adjusted/valued based on the IPEV guidelines. These carrying amounts are in a range of 0% to 95% compared to the values received from suppliers/custodians.

<sup>4</sup> The column "Range of fair value" shows the sensitivity of Level 3 financial instruments to changes in key assumptions. For more information see the Annual Report 2013, Note G42 "Assets and liabilities at fair value".

**Note 11 Capital adequacy**

These figures are according to part 8 of CRR, in Sweden implemented in FFFS 2014:12

**Summary of items included in own funds<sup>5</sup>**

| EURm                                                                | 31 Dec<br>2014 | 31 Dec<br>2013 |
|---------------------------------------------------------------------|----------------|----------------|
| Calculation of own funds                                            |                |                |
| Equity in the consolidated situation                                | 29,063         | 28,429         |
| Proposed/actual dividend                                            | -2,501         | -1,734         |
| Common Equity Tier 1 capital before regulatory adjustments          | 26,562         | 26,695         |
| Deferred tax assets                                                 | -              | -68            |
| Intangible assets                                                   | -2,584         | -2,987         |
| IRB provisions shortfall (-) <sup>1</sup>                           | -344           | -369           |
| Deduction for investments in credit institutions (50%) <sup>2</sup> | -              | -99            |
| Pension assets in excess of related liabilities <sup>3</sup>        | -33            | 0              |
| Other items, net                                                    | -780           | -60            |
| Total regulatory adjustments to Common Equity Tier 1 capital        | -3,741         | -3,583         |
| <b>Common Equity Tier 1 capital (net after deduction)</b>           | <b>22,821</b>  | <b>23,112</b>  |
| Additional Tier 1 capital before regulatory adjustments             | 2,779          | 1,949          |
| Total regulatory adjustments to Additional Tier 1 capital           | -12            | -616           |
| Additional Tier 1 capital                                           | 2,767          | 1,332          |
| <b>Tier 1 capital (net after deduction)</b>                         | <b>25,588</b>  | <b>24,444</b>  |
| Tier 2 capital before regulatory adjustments                        | 5,011          | 4,789          |
| IRB provisions excess (+)/shortfall (-) <sup>1</sup>                | -              | -369           |
| Deduction for investments in credit institutions (50%) <sup>2</sup> | -              | -99            |
| Deductions for investments in insurance companies                   | -505           | -616           |
| Pension assets in excess of related liabilities                     | -              | -190           |
| Other items, net                                                    | -45            | 81             |
| Total regulatory adjustments to Tier 2 capital                      | -550           | -1,193         |
| Tier 2 capital                                                      | 4,461          | 3,596          |
| <b>Own funds (net after deduction)<sup>4</sup></b>                  | <b>30,049</b>  | <b>28,040</b>  |

<sup>1</sup> Shortfall is now deducted 100% CET1, previously 50% T1, 50% T2.

<sup>2</sup> CRD III deducted 50% T1, 50% T2, CRD IV risk weighted with 250%.

<sup>3</sup> Based on conditional FSA approval.

<sup>4</sup> Own Funds adjusted for IRB provision, i.e. adjusted own funds equal EUR 30,393m by 31 Dec 2014.

<sup>5</sup> Terminology in table may differ from table Transitional Own Funds.

**Own Funds excluding profit**

| EURm                                           | 31 Dec<br>2014 | 31 Dec<br>2013 |
|------------------------------------------------|----------------|----------------|
| Common Equity Tier 1 capital, excluding profit | 22,270         | 21,729         |
| Total Own Funds, excluding profit              | 29,498         | 26,657         |

## Note 11, continued

## Minimum capital requirement and REA

|                                                                            | 31 Dec<br>2014<br>Minimum<br>Capital<br>requirement | 31 Dec<br>2014<br>REA | 31 Dec<br>2013<br>Minimum<br>Capital<br>requirement | 31 Dec<br>2013<br>REA |
|----------------------------------------------------------------------------|-----------------------------------------------------|-----------------------|-----------------------------------------------------|-----------------------|
| EURm                                                                       |                                                     |                       |                                                     |                       |
| <b>Credit risk</b>                                                         | <b>9,522</b>                                        | <b>119,029</b>        | <b>10,376</b>                                       | <b>129,705</b>        |
| - of which counterparty credit risk                                        | 843                                                 | 10,535                | 505                                                 | 6,312                 |
| IRB                                                                        | 8,451                                               | 105,637               | 8,965                                               | 112,061               |
| - of which corporate                                                       | 5,743                                               | 71,792                | 6,787                                               | 84,844                |
| - of which advanced                                                        | 4,048                                               | 50,600                | -                                                   | -                     |
| - of which foundation                                                      | 1,695                                               | 21,192                | 6,787                                               | 84,844                |
| - of which institutions                                                    | 766                                                 | 9,572                 | 468                                                 | 5,848                 |
| - of which retail                                                          | 1,755                                               | 21,940                | 1,588                                               | 19,848                |
| - of which secured by immovable property collateral                        | 897                                                 | 11,219                | 900                                                 | 11,248                |
| - of which other retail                                                    | 858                                                 | 10,721                | 688                                                 | 8,600                 |
| - of which other                                                           | 187                                                 | 2,333                 | 122                                                 | 1,521                 |
| Standardised                                                               | 1,071                                               | 13,392                | 1,411                                               | 17,644                |
| - of which central governments or central banks                            | 57                                                  | 717                   | 20                                                  | 258                   |
| - of which regional governments or local authorities                       | 17                                                  | 211                   | 14                                                  | 170                   |
| - of which public sector entities                                          | 2                                                   | 20                    | 3                                                   | 32                    |
| - of which multilateral development banks                                  | -                                                   | -                     | -                                                   | -                     |
| - of which international organisations                                     | -                                                   | -                     | -                                                   | -                     |
| - of which institutions                                                    | 27                                                  | 338                   | 49                                                  | 611                   |
| - of which corporate                                                       | 154                                                 | 1,921                 | 301                                                 | 3,768                 |
| - of which retail                                                          | 255                                                 | 3,181                 | 476                                                 | 5,949                 |
| - of which secured by mortgages on immovable properties                    | 222                                                 | 2,777                 | 386                                                 | 4,826                 |
| - of which in default                                                      | 12                                                  | 155                   | 35                                                  | 449                   |
| - of which associated with particularly high risk                          | 53                                                  | 666                   | -                                                   | -                     |
| - of which covered bonds                                                   | -                                                   | -                     | -                                                   | -                     |
| - of which institutions and corporates with a short-term credit assessment | -                                                   | -                     | -                                                   | -                     |
| - of which collective investments undertakings (CIU)                       | -                                                   | -                     | 2                                                   | 21                    |
| - of which equity                                                          | 195                                                 | 2,442                 | -                                                   | -                     |
| - of which other items                                                     | 77                                                  | 964                   | 125                                                 | 1,560                 |
| <b>Credit Value Adjustment Risk</b>                                        | <b>185</b>                                          | <b>2,308</b>          | <b>-</b>                                            | <b>-</b>              |
| <b>Market risk</b>                                                         | <b>584</b>                                          | <b>7,296</b>          | <b>700</b>                                          | <b>8,753</b>          |
| - of which trading book, Internal Approach                                 | 312                                                 | 3,898                 | 410                                                 | 5,131                 |
| - of which trading book, Standardised Approach                             | 112                                                 | 1,402                 | 186                                                 | 2,321                 |
| - of which banking book, Standardised Approach                             | 160                                                 | 1,996                 | 104                                                 | 1,301                 |
| <b>Operational risk</b>                                                    | <b>1,347</b>                                        | <b>16,842</b>         | <b>1,344</b>                                        | <b>16,796</b>         |
| Standardised                                                               | 1,347                                               | 16,842                | 1,344                                               | 16,796                |
| <b>Sub total</b>                                                           | <b>11,638</b>                                       | <b>145,475</b>        | <b>12,420</b>                                       | <b>155,254</b>        |
| <b>Adjustment for Basel I floor</b>                                        |                                                     |                       |                                                     |                       |
| Additional capital requirement according to Basel I floor                  | 5,995                                               | 74,938                | 4,318                                               | 53,969                |
| <b>Total</b>                                                               | <b>17,633</b>                                       | <b>220,413</b>        | <b>16,738</b>                                       | <b>209,223</b>        |

## Minimum Capital Requirement &amp; Capital Buffers

| Percentage                   | Minimum<br>Capital<br>requirement | Capital Buffers |      |     |     | Capital<br>Buffers<br>total | Total  |
|------------------------------|-----------------------------------|-----------------|------|-----|-----|-----------------------------|--------|
|                              |                                   | CCoB            | CCyB | SII | SRB |                             |        |
| Common Equity Tier 1 capital | 4.5                               | 2.5             | N/A  | N/A | N/A | 2.5                         | 7.0    |
| Tier 1 capital               | 6.0                               | 2.5             | N/A  | N/A | N/A | 2.5                         | 8.5    |
| Own funds                    | 8.0                               | 2.5             | N/A  | N/A | N/A | 2.5                         | 10.5   |
| EURm                         |                                   |                 |      |     |     |                             |        |
| Common Equity Tier 1 capital | 6,546                             | 3,637           | -    | -   | -   | 3,637                       | 10,183 |
| Tier 1 capital               | 8,728                             | 3,637           | -    | -   | -   | 3,637                       | 12,365 |
| Own funds                    | 11,638                            | 3,637           | -    | -   | -   | 3,637                       | 15,275 |

## Common Equity Tier 1 available to meet Capital Buffers

| Percentage points of REA                  | 31 Dec<br>2014 |
|-------------------------------------------|----------------|
| Common Equity Tier 1 capital <sup>1</sup> | 11.2           |

<sup>1</sup> Including profit of the period.

## Note 11, continued

## Capital ratios

|                                                            | 31 Dec<br>2014 | 31 Dec<br>2013 |
|------------------------------------------------------------|----------------|----------------|
| <b>Percentage</b>                                          |                |                |
| Common Equity Tier 1 capital ratio, including profit       | 15.7           | 14.9           |
| Tier 1 ratio, including profit                             | 17.6           | 15.7           |
| Total capital ratio, including profit                      | 20.7           | 18.1           |
| Common Equity Tier 1 capital ratio, excluding profit       | 15.3           | 14.0           |
| Tier 1 ratio, excluding profit                             | 17.2           | 14.9           |
| Total Capital ratio, excluding profit                      | 20.3           | 17.2           |
| <b>Capital ratios including Basel 1 floor</b>              |                |                |
|                                                            | 31 Dec<br>2014 | 31 Dec<br>2013 |
| <b>Percentage</b>                                          |                |                |
| Common Equity Tier 1 capital ratio, including profit       | 10.5           | 11.0           |
| Tier 1 ratio, including profit                             | 11.8           | 11.7           |
| Total capital ratio, including profit                      | 13.8           | 13.4           |
| Common Equity Tier 1 capital ratio, excluding profit       | 10.3           | 10.4           |
| Tier 1 ratio, excluding profit                             | 11.5           | 11.0           |
| Total Capital ratio, excluding profit                      | 13.5           | 12.7           |
| <b>Leverage ratio<sup>1</sup></b>                          |                | 31 Dec<br>2014 |
| Tier 1 capital, transitional definition, EURm <sup>2</sup> |                | 25,382         |
| Leverage ratio exposure, EURm                              |                | 590,759        |
| Leverage ratio, percentage                                 |                | 4.3            |

<sup>1</sup> Leverage ratio and volumes presented is based on three month average according to local FSA reporting process.

<sup>2</sup> Including profit of the period.

## Credit risk exposures for which internal models are used, split by rating grade

|                                          | On-balance<br>exposure,<br>EURm | Off-balance<br>exposure,<br>EURm | Exposure<br>value (EAD),<br>EURm <sup>1</sup> | Of which<br>EAD for off-<br>balance,<br>EURm | Exposure-<br>weighted<br>average risk<br>weight: |
|------------------------------------------|---------------------------------|----------------------------------|-----------------------------------------------|----------------------------------------------|--------------------------------------------------|
| Corporate, foundation IRB:               | 22,623                          | 14,258                           | 43,221                                        | 5,177                                        | 49.0                                             |
| - of which rating grades 6               | 2,125                           | 963                              | 5,802                                         | 412                                          | 17.8                                             |
| - of which rating grades 5               | 5,904                           | 4,926                            | 12,652                                        | 1,787                                        | 31.9                                             |
| - of which rating grades 4               | 10,327                          | 6,332                            | 18,580                                        | 2,419                                        | 58.0                                             |
| - of which rating grades 3               | 2,709                           | 1,282                            | 4,151                                         | 370                                          | 87.8                                             |
| - of which rating grades 2               | 470                             | 225                              | 643                                           | 32                                           | 151.1                                            |
| - of which rating grades 1               | 43                              | 57                               | 86                                            | 26                                           | 204.6                                            |
| - of which unrated                       | 453                             | 300                              | 483                                           | 90                                           | 115.6                                            |
| - of which defaulted                     | 593                             | 173                              | 824                                           | 41                                           | 0.0                                              |
| Corporate, advanced IRB:                 | 106,734                         | 58,905                           | 128,621                                       | 25,996                                       | 39.3                                             |
| - of which rating grades 6               | 10,760                          | 5,160                            | 11,846                                        | 2,399                                        | 9.9                                              |
| - of which rating grades 5               | 22,711                          | 21,196                           | 32,221                                        | 9,664                                        | 21.9                                             |
| - of which rating grades 4               | 48,656                          | 24,038                           | 57,894                                        | 10,563                                       | 39.5                                             |
| - of which rating grades 3               | 16,289                          | 6,229                            | 18,238                                        | 2,635                                        | 56.4                                             |
| - of which rating grades 2               | 2,833                           | 1,008                            | 2,990                                         | 404                                          | 98.5                                             |
| - of which rating grades 1               | 458                             | 59                               | 333                                           | 21                                           | 113.8                                            |
| - of which unrated                       | 1,001                           | 667                              | 1,196                                         | 309                                          | 69.0                                             |
| - of which defaulted                     | 4,027                           | 548                              | 3,901                                         | 1                                            | 129.7                                            |
| Institutions, foundation IRB:            | 37,916                          | 3,383                            | 47,494                                        | 967                                          | 20.2                                             |
| - of which rating grades 6               | 12,910                          | 933                              | 15,647                                        | 458                                          | 11.1                                             |
| - of which rating grades 5               | 24,306                          | 786                              | 29,942                                        | 275                                          | 21.6                                             |
| - of which rating grades 4               | 510                             | 1,198                            | 1,628                                         | 139                                          | 62.4                                             |
| - of which rating grades 3               | 111                             | 194                              | 166                                           | 46                                           | 111.2                                            |
| - of which rating grades 2               | 51                              | 150                              | 34                                            | 23                                           | 191.9                                            |
| - of which rating grades 1               | 0                               | 10                               | 3                                             | 3                                            | 247.4                                            |
| - of which unrated                       | 28                              | 112                              | 74                                            | 24                                           | 127.8                                            |
| - of which defaulted                     | -                               | -                                | 0                                             | -                                            | 0.0                                              |
| Retail, of which secured by real estate: | 128,767                         | 5,358                            | 132,453                                       | 3,686                                        | 8.5                                              |
| - of which scoring grades A              | 81,047                          | 4,300                            | 83,992                                        | 2,945                                        | 3.3                                              |
| - of which scoring grades B              | 28,092                          | 697                              | 28,625                                        | 533                                          | 7.5                                              |
| - of which scoring grades C              | 12,027                          | 230                              | 12,168                                        | 140                                          | 15.2                                             |
| - of which scoring grades D              | 3,887                           | 84                               | 3,936                                         | 48                                           | 28.7                                             |
| - of which scoring grades E              | 1,618                           | 38                               | 1,633                                         | 15                                           | 57.9                                             |
| - of which scoring grades F              | 654                             | 4                                | 656                                           | 2                                            | 88.7                                             |
| - of which not scored                    | 36                              | 2                                | 37                                            | 1                                            | 28.5                                             |
| - of which defaulted                     | 1,405                           | 3                                | 1,407                                         | 2                                            | 125.2                                            |
| Retail, of which other retail:           | 28,228                          | 12,653                           | 34,987                                        | 7,733                                        | 30.6                                             |
| - of which scoring grades A              | 7,987                           | 6,890                            | 11,934                                        | 4,143                                        | 8.9                                              |
| - of which scoring grades B              | 6,745                           | 2,807                            | 8,294                                         | 1,783                                        | 19.4                                             |
| - of which scoring grades C              | 4,304                           | 1,502                            | 5,033                                         | 962                                          | 31.7                                             |
| - of which scoring grades D              | 3,024                           | 807                              | 3,389                                         | 497                                          | 38.5                                             |
| - of which scoring grades E              | 2,849                           | 305                              | 2,958                                         | 178                                          | 40.9                                             |
| - of which scoring grades F              | 2,237                           | 134                              | 2,226                                         | 80                                           | 55.6                                             |
| - of which not scored                    | 62                              | 84                               | 89                                            | 26                                           | 44.1                                             |
| - of which defaulted                     | 1,021                           | 123                              | 1,064                                         | 64                                           | 250.1                                            |
| Other non credit-obligation assets:      | 2,689                           | 17                               | 2,343                                         | 7                                            | 99.6                                             |

Nordea does not have the following IRB exposure classes: equity exposures, items representing securitisation positions, central governments and central banks, qualifying revolving retail.

<sup>1</sup> Includes EAD for on-balance, off-balance, derivatives and securities financing.

## Note 11, continued

## Capital requirements for market risk

|                                         | Trading book, IM |                     | Trading book, SA |                     | Banking book, SA |                     | Total        |                     |
|-----------------------------------------|------------------|---------------------|------------------|---------------------|------------------|---------------------|--------------|---------------------|
|                                         | REA              | Capital requirement | REA              | Capital requirement | REA              | Capital requirement | REA          | Capital requirement |
| EURm                                    |                  |                     |                  |                     |                  |                     |              |                     |
| Interest rate risk & other <sup>1</sup> | 958              | 77                  | 1,113            | 89                  | -                | -                   | 2,071        | 166                 |
| Equity risk                             | 286              | 23                  | 277              | 22                  | -                | -                   | 563          | 45                  |
| Foreign exchange risk                   | 334              | 27                  | -                | -                   | 1,996            | 160                 | 2,330        | 187                 |
| Commodity risk                          | -                | -                   | 12               | 1                   | -                | -                   | 12           | 1                   |
| Settlement risk                         | -                | -                   | 0                | 0                   | 0                | 0                   | 0            | 0                   |
| Diversification effect                  | -633             | -51                 | -                | -                   | -                | -                   | -633         | -51                 |
| Stressed Value-at-Risk                  | 1,849            | 148                 | -                | -                   | -                | -                   | 1,849        | 148                 |
| Incremental Risk Measure                | 636              | 51                  | -                | -                   | -                | -                   | 636          | 51                  |
| Comprehensive Risk Measure              | 468              | 37                  | -                | -                   | -                | -                   | 468          | 37                  |
| <b>Total</b>                            | <b>3,898</b>     | <b>312</b>          | <b>1,402</b>     | <b>112</b>          | <b>1,996</b>     | <b>160</b>          | <b>7,296</b> | <b>584</b>          |

<sup>1</sup> Interest rate risk column Trading book IA includes both general and specific interest rate risk which is elsewhere referred to as interest rate VaR and credit spread VaR.

**Note 12 Discontinued operations and disposal groups held for sale**

| EURm                                                                                                            | Q4<br>2014 | Q4<br>2013 | Jan-Dec<br>2014 | Jan-Dec<br>2013 |
|-----------------------------------------------------------------------------------------------------------------|------------|------------|-----------------|-----------------|
| Net interest income                                                                                             | 0          | 37         | 28              | 154             |
| Net fee and commission income                                                                                   | 0          | 12         | 0               | 38              |
| Other operating income                                                                                          | 7          | 4          | 21              | 7               |
| <b>Total operating income</b>                                                                                   | <b>7</b>   | <b>53</b>  | <b>49</b>       | <b>199</b>      |
| Total operating expenses                                                                                        | -7         | -28        | -53             | -118            |
| Net loan losses                                                                                                 | 0          | -7         | -5              | -26             |
| <b>Operating profit</b>                                                                                         | <b>0</b>   | <b>18</b>  | <b>-9</b>       | <b>55</b>       |
| Income tax expense                                                                                              | 0          | -5         | -1              | -13             |
| <b>Net profit for the period from discontinued</b>                                                              | <b>0</b>   | <b>13</b>  | <b>-10</b>      | <b>42</b>       |
| Net result for the period recognised on the measurement at fair value                                           | -          | -          | -19             | 1               |
| Transaction and transition cost (including cost to sell)                                                        | -          | -          | -10             | -34             |
| <b>Net profit for the period from discontinued operations after measurement at fair value less cost to sell</b> | <b>0</b>   | <b>13</b>  | <b>-39</b>      | <b>9</b>        |

|                                                              |      |      |       |      |
|--------------------------------------------------------------|------|------|-------|------|
| Basic earnings per share from discontinued operations, EUR   | 0.00 | 0.00 | -0.01 | 0.00 |
| Diluted earnings per share from discontinued operations, EUR | 0.00 | 0.00 | -0.01 | 0.00 |

**Balance sheet - Condensed**

| EURm                                    | 31 Dec<br>2014 | 31 Dec<br>2013 |
|-----------------------------------------|----------------|----------------|
| <b>Assets</b>                           |                |                |
| Loans to the public                     | -              | 6,144          |
| Interest-bearing securities             | -              | 1,534          |
| Shares                                  | -              | 385            |
| Total other assets                      | -              | 832            |
| <b>Total assets held for sale</b>       | <b>-</b>       | <b>8,895</b>   |
| <b>Liabilities</b>                      |                |                |
| Deposits by credit institutions         | -              | 78             |
| Deposits and borrowings from the public | -              | 3,384          |
| Liabilities to policyholders            | -              | 625            |
| Total other liabilities                 | -              | 111            |
| <b>Total liabilities held for sale</b>  | <b>-</b>       | <b>4,198</b>   |

Discontinued operations and assets/liabilities held for sale relate to Nordea's earlier announced decision to divest its Polish banking, financing and life insurance operations, including Nordea Bank Polska S.A., Nordea Finance Polska S.A. and Nordea Polska Towarzystwo Ubezpieczeń na Życie S.A., to PKO Bank Polski. All regulatory approvals were received and the transaction closed during the second quarter 2014, when also the operations were derecognised. As from the third quarter only the IT services still performed by Nordea are classified as discontinued operations. The disposal group is excluded from Note 2 "Segment reporting" as this is not part of the reporting to the Chief Operating Decision Maker (CODM). The majority of the business was previously reported in the Retail Banking Poland segment. The impact from discontinued operations on other comprehensive income can be found in the statement of comprehensive income.

**Note 13 Risks and uncertainties**

Nordea's revenue base reflects the Group's business with a large and diversified customer base, comprising household customers, corporate customers and financial institutions, representing different geographic areas and industries.

Nordea's main risk exposure is credit risk. The Group also assumes risks such as market risk, liquidity risk, operational risk and life insurance risk. For further information on risk composition, see the Annual Report.

The financial crisis and the deteriorated macroeconomic situation have not had any material impact on Nordea's financial position. However, the macroeconomic development remains uncertain.

None of the above exposures and risks is expected to have any significant adverse effect on the Group or its financial position in the medium term.

Within the framework of the normal business operations, the Group faces claims in civil lawsuits and other disputes, most of which involve relatively limited amounts. None of these disputes are considered likely to have any significant adverse effect on the Group or its financial position in the next six months.

## Business definitions

### *Return on equity*

Net profit for the year excluding non-controlling interests as a percentage of average equity for the year. Average equity including net profit for the year and dividend until paid, non-controlling interests excluded.

### *Total shareholders return (TSR)*

Total shareholders return measured as growth in the value of a shareholding during the year, assuming the dividends are reinvested at the time of the payment to purchase additional shares.

### *Risk-adjusted profit*

Risk-adjusted profit is defined as total income minus total operating expenses, minus Expected losses and standard tax. In addition, Risk-adjusted profit excludes major non-recurring items.

### *Tier 1 capital*

The Tier 1 capital of an institution consists of the sum of the Common equity tier 1 capital and Additional Tier 1 capital of the institution. Common equity tier 1 capital includes consolidated shareholders' equity excluding investments in insurance companies, proposed dividend, deferred tax assets, intangible assets in the banking operations, the full expected shortfall deduction (the negative difference between expected losses and provisions) and finally other deductions such as cash flow hedges.

### *Tier 1 capital ratio*

Tier 1 capital as a percentage of risk exposure amount. The Common equity tier 1 capital ratio is calculated as Common equity tier 1 capital as a percentage of risk exposure amount.

### *Loan loss ratio*

Net loan losses (annualised) divided by quarterly closing balance of loans to the public (lending).

### *Impairment rate, gross*

Individually assessed impaired loans before allowances divided by total loans before allowances.

### *Impairment rate, net*

Individually assessed impaired loans after allowances divided by total loans before allowances.

### *Total allowance rate*

Total allowances divided by total loans before allowances.

### *Allowances in relation to impaired loans*

Allowances for individually assessed impaired loans divided by individually assessed impaired loans before allowances.

### *Total allowances in relation to impaired loans (provisioning ratio)*

Total allowances divided by total impaired loans before allowances.

### *Non-performing, not impaired*

Past due loans, not impaired due to future cash flows (included in Loans, not impaired).

### *Expected losses*

Expected losses reflect the normalised loss level of the individual loan exposure over a business cycle as well as various portfolios.

### *Economic capital*

Economic Capital is Nordea's internal estimate of required capital and measures the capital required to cover unexpected losses in the course of its business with a certain probability. EC uses advanced internal models to provide a consistent measurement for Credit Risk, Market Risk, Operational Risk, Business Risk and Life Insurance Risk arising from activities in Nordea's various business areas. The aggregation of risks across the group gives rise to diversification effects resulting from the differences in risk drivers and the improbability that unexpected losses occur simultaneously.

### *RAROCAR*

RAROCAR, % (Risk-adjusted return on capital at risk) is defined as Risk-adjusted profit relative to Economic capital.

For a list of further business definitions, see the Annual Report.

## Nordea Bank AB (publ)

## Income statement

| EURm                                                                                | Q4<br>2014   | Q4<br>2013   | Jan-Dec<br>2014 | Jan-Dec<br>2013 |
|-------------------------------------------------------------------------------------|--------------|--------------|-----------------|-----------------|
| <b>Operating income</b>                                                             |              |              |                 |                 |
| <i>Interest income</i>                                                              | 445          | 500          | 1,942           | 2,140           |
| <i>Interest expense</i>                                                             | -292         | -357         | -1,293          | -1,499          |
| Net interest income                                                                 | 153          | 143          | 649             | 641             |
| <i>Fee and commission income</i>                                                    | 283          | 344          | 1,093           | 1,259           |
| <i>Fee and commission expense</i>                                                   | -74          | -67          | -273            | -250            |
| Net fee and commission income                                                       | 209          | 277          | 820             | 1,009           |
| Net result from items at fair value                                                 | 72           | 54           | 186             | 131             |
| Dividends                                                                           | 1,982        | 1,527        | 2,333           | 1,827           |
| Other operating income                                                              | 224          | 198          | 975             | 674             |
| <b>Total operating income</b>                                                       | <b>2,640</b> | <b>2,199</b> | <b>4,963</b>    | <b>4,282</b>    |
| <b>Operating expenses</b>                                                           |              |              |                 |                 |
| General administrative expenses:                                                    |              |              |                 |                 |
| Staff costs                                                                         | -270         | -245         | -1,070          | -982            |
| Other expenses                                                                      | -240         | -303         | -904            | -1,018          |
| Depreciation, amortisation and impairment charges of tangible and intangible assets | -32          | -35          | -261            | -109            |
| <b>Total operating expenses</b>                                                     | <b>-542</b>  | <b>-583</b>  | <b>-2,235</b>   | <b>-2,109</b>   |
| <b>Profit before loan losses</b>                                                    | <b>2,098</b> | <b>1,616</b> | <b>2,728</b>    | <b>2,173</b>    |
| Net loan losses                                                                     | -38          | -68          | -98             | -124            |
| Impairment of securities held as financial non-current assets                       | -15          | -4           | -15             | -4              |
| <b>Operating profit</b>                                                             | <b>2,045</b> | <b>1,544</b> | <b>2,615</b>    | <b>2,045</b>    |
| Appropriations                                                                      | -1           | 102          | -1              | 102             |
| Income tax expense                                                                  | -177         | -134         | -189            | -192            |
| <b>Net profit for the period</b>                                                    | <b>1,867</b> | <b>1,512</b> | <b>2,425</b>    | <b>1,955</b>    |

## Nordea Bank AB (publ)

## Balance sheet

| EURm                                                                            | 31 Dec<br>2014 | 31 Dec<br>2013 |
|---------------------------------------------------------------------------------|----------------|----------------|
| <b>Assets</b>                                                                   |                |                |
| Cash and balances with central banks                                            | 931            | 45             |
| Treasury bills                                                                  | 5,035          | 4,953          |
| Loans to credit institutions                                                    | 86,704         | 80,917         |
| Loans to the public                                                             | 39,809         | 34,155         |
| Interest-bearing securities                                                     | 11,321         | 11,128         |
| Financial instruments pledged as collateral                                     | 43             | 737            |
| Shares                                                                          | 6,061          | 5,351          |
| Derivatives                                                                     | 5,981          | 4,219          |
| Fair value changes of the hedged items in portfolio hedge of interest rate risk | 1              | -11            |
| Investments in group undertakings                                               | 16,986         | 17,723         |
| Investments in associated undertakings                                          | 7              | 7              |
| Intangible assets                                                               | 758            | 729            |
| Properties and equipment                                                        | 119            | 118            |
| Deferred tax assets                                                             | 14             | 28             |
| Current tax assets                                                              | 50             | 0              |
| Other assets                                                                    | 3,727          | 2,533          |
| Prepaid expenses and accrued income                                             | 884            | 1,291          |
| <b>Total assets</b>                                                             | <b>178,431</b> | <b>163,923</b> |
| <b>Liabilities</b>                                                              |                |                |
| Deposits by credit institutions                                                 | 27,452         | 17,500         |
| Deposits and borrowings from the public                                         | 49,367         | 47,531         |
| Debt securities in issue                                                        | 63,280         | 62,961         |
| Derivatives                                                                     | 4,653          | 3,627          |
| Fair value changes of the hedged items in portfolio hedge of interest rate risk | 1,368          | 715            |
| Current tax liabilities                                                         | 4              | 11             |
| Other liabilities                                                               | 2,895          | 4,173          |
| Accrued expenses and prepaid income                                             | 642            | 1,150          |
| Deferred tax liabilities                                                        | 0              | 10             |
| Provisions                                                                      | 206            | 184            |
| Retirement benefit obligations                                                  | 171            | 166            |
| Subordinated liabilities                                                        | 7,728          | 5,971          |
| <b>Total liabilities</b>                                                        | <b>157,766</b> | <b>143,999</b> |
| <b>Untaxed reserves</b>                                                         | <b>4</b>       | <b>3</b>       |
| <b>Equity</b>                                                                   |                |                |
| Share capital                                                                   | 4,050          | 4,050          |
| Share premium reserve                                                           | 1,080          | 1,080          |
| Other reserves                                                                  | -5             | -2             |
| Retained earnings                                                               | 15,536         | 14,793         |
| <b>Total equity</b>                                                             | <b>20,661</b>  | <b>19,921</b>  |
| <b>Total liabilities and equity</b>                                             | <b>178,431</b> | <b>163,923</b> |
| Assets pledged as security for own liabilities                                  | 3,946          | 2,454          |
| Other assets pledged                                                            | 9,238          | 7,033          |
| Contingent liabilities                                                          | 71,103         | 70,385         |
| Credit commitments <sup>1</sup>                                                 | 23,824         | 26,713         |

<sup>1</sup> Including unutilised portion of approved overdraft facilities of EUR 14,114m (31 Dec 2013: EUR 12,845m).

**Note 1 Capital adequacy**

These figures are according to part 8 of CRR, in Sweden implemented in FFFS 2014:12

**Summary of items included in own funds<sup>5</sup>**

| EURm                                                                | 31 Dec<br>2014 | 31 Dec<br>2013 |
|---------------------------------------------------------------------|----------------|----------------|
| Calculation of own funds                                            |                |                |
| Equity in the consolidated situation                                | 20,661         | 19,923         |
| Proposed/actual dividend                                            | -2,501         | -1,734         |
| Common Equity Tier 1 capital before regulatory adjustments          | 18,160         | 18,189         |
| Deferred tax assets                                                 | -              | -28            |
| Intangible assets                                                   | -758           | -729           |
| IRB provisions shortfall (-) <sup>1</sup>                           | -              | -81            |
| Deduction for investments in credit institutions (50%) <sup>2</sup> | -              | -              |
| Pension assets in excess of related liabilities <sup>3</sup>        | -              | -              |
| Other items, net                                                    | -238           | -              |
| Total regulatory adjustments to Common Equity Tier 1 capital        | -996           | -838           |
| <b>Common Equity Tier 1 capital (net after deduction)</b>           | <b>17,164</b>  | <b>17,351</b>  |
| Additional Tier 1 capital before regulatory adjustments             | 2,800          | 1,949          |
| Total regulatory adjustments to Additional Tier 1 capital           | -32            | 0              |
| Additional Tier 1 capital                                           | 2,768          | 1,949          |
| <b>Tier 1 capital (net after deduction)</b>                         | <b>19,932</b>  | <b>19,299</b>  |
| Tier 2 capital before regulatory adjustments                        | 4,731          | 4,143          |
| IRB provisions excess (+)/shortfall (-) <sup>1</sup>                | 55             | -81            |
| Deduction for investments in credit institutions (50%) <sup>2</sup> | -              | -              |
| Deductions for investments in insurance companies                   | -505           | -              |
| Pension assets in excess of related liabilities                     | -              | -              |
| Other items, net                                                    | -45            | -              |
| Total regulatory adjustments to Tier 2 capital                      | -495           | -81            |
| Tier 2 capital                                                      | 4,236          | 4,061          |
| <b>Own funds (net after deduction)<sup>4, 5</sup></b>               | <b>24,168</b>  | <b>23,361</b>  |

<sup>1</sup> Shortfall is now deducted 100% CET1, previously 50% T1, 50% T2.

<sup>2</sup> CRD III deducted 50% T1, 50% T2, CRD IV risk weighted with 250%.

<sup>3</sup> Based on conditional FSA approval.

<sup>4</sup> Own Funds adjusted for IRB provision, i.e. Basel I Own funds EUR 24,113m by 31 Dec 2014.

<sup>5</sup> Terminology in table may differ from table Transitional Own Funds.

**Own Funds excluding profit**

| EURm                                                        | 31 Dec<br>2014 | 31 Dec<br>2013 |
|-------------------------------------------------------------|----------------|----------------|
| Common Equity Tier 1 capital, excluding profit and dividend | 17,258         | 17,131         |
| Total Own Funds, excluding profit and dividend              | 24,262         | 23,141         |

## Note 1, continued

## Minimum capital requirement and REA

|                                                                            | 31 Dec<br>2014<br>Minimum<br>Capital<br>requirement | 31 Dec<br>2014<br>REA | 31 Dec<br>2013<br>Minimum<br>Capital<br>requirement | 31 Dec<br>2013<br>REA |
|----------------------------------------------------------------------------|-----------------------------------------------------|-----------------------|-----------------------------------------------------|-----------------------|
| EURm                                                                       |                                                     |                       |                                                     |                       |
| <b>Credit risk</b>                                                         | <b>5,759</b>                                        | <b>71,986</b>         | <b>6,296</b>                                        | <b>78,700</b>         |
| - of which counterparty, credit risk                                       | 100                                                 | 1,249                 | 65                                                  | 809                   |
| IRB                                                                        | 2,674                                               | 33,429                | 3,428                                               | 42,854                |
| - of which corporate                                                       | 2,130                                               | 26,622                | 3,100                                               | 38,749                |
| - of which advanced                                                        | 1,461                                               | 18,257                | -                                                   | -                     |
| - of which foundation                                                      | 669                                                 | 8,365                 | 3,100                                               | 38,749                |
| - of which institutions                                                    | 302                                                 | 3,777                 | 105                                                 | 1,318                 |
| - of which retail                                                          | 148                                                 | 1,854                 | 180                                                 | 2,254                 |
| - of which secured by immovable property collateral                        | 7                                                   | 86                    | 12                                                  | 153                   |
| - of which other retail                                                    | 141                                                 | 1,768                 | 168                                                 | 2,101                 |
| - of which other                                                           | 94                                                  | 1,176                 | 43                                                  | 533                   |
| Standardised                                                               | 3,085                                               | 38,557                | 2,868                                               | 35,846                |
| - of which central governments or central banks                            | 14                                                  | 174                   | 2                                                   | 26                    |
| - of which regional governments or local authorities                       | 1                                                   | 8                     | -                                                   | -                     |
| - of which public sector entities                                          | -                                                   | -                     | -                                                   | -                     |
| - of which multilateral development banks                                  | -                                                   | -                     | -                                                   | -                     |
| - of which international organisations                                     | -                                                   | -                     | -                                                   | -                     |
| - of which institutions                                                    | 1,319                                               | 16,481                | 1,291                                               | 16,126                |
| - of which corporate                                                       | 57                                                  | 718                   | 53                                                  | 664                   |
| - of which retail                                                          | 28                                                  | 345                   | 0                                                   | 1                     |
| - of which secured by mortgages on immovable properties                    | 202                                                 | 2,530                 | 101                                                 | 1,258                 |
| - of which in default                                                      | 5                                                   | 60                    | 0                                                   | 1                     |
| - of which associated with particularly high risk                          | -                                                   | -                     | -                                                   | -                     |
| - of which covered bonds                                                   | 0                                                   | 0                     | 0                                                   | 6                     |
| - of which institutions and corporates with a short-term credit assessment | -                                                   | -                     | -                                                   | -                     |
| - of which collective investments undertakings (CIU)                       | -                                                   | -                     | -                                                   | -                     |
| - of which equity                                                          | 1,451                                               | 18,139                | -                                                   | -                     |
| - of which other items                                                     | 8                                                   | 102                   | 1,421                                               | 17,764                |
| <b>Credit Value Adjustment Risk</b>                                        | <b>14</b>                                           | <b>172</b>            | <b>-</b>                                            | <b>-</b>              |
| <b>Market risk</b>                                                         | <b>218</b>                                          | <b>2,724</b>          | <b>128</b>                                          | <b>1,596</b>          |
| - of which trading book, Internal Approach                                 | 42                                                  | 524                   | 34                                                  | 429                   |
| - of which trading book, Standardised Approach                             | 2                                                   | 26                    | 5                                                   | 59                    |
| - of which banking book, Standardised Approach                             | 174                                                 | 2,174                 | 89                                                  | 1,108                 |
| <b>Operational risk</b>                                                    | <b>322</b>                                          | <b>4,028</b>          | <b>250</b>                                          | <b>3,121</b>          |
| Standardised                                                               | 322                                                 | 4,028                 | 250                                                 | 3,121                 |
| <b>Sub total</b>                                                           | <b>6,313</b>                                        | <b>78,910</b>         | <b>6,674</b>                                        | <b>83,417</b>         |
| <b>Adjustment for Basel I floor</b>                                        |                                                     |                       |                                                     |                       |
| Additional capital requirement according to Basel I floor                  | -                                                   | -                     | -                                                   | -                     |
| <b>Total</b>                                                               | <b>6,313</b>                                        | <b>78,910</b>         | <b>6,674</b>                                        | <b>83,417</b>         |

## Minimum Capital Requirement &amp; Capital Buffers

| Percentage                   | Minimum<br>Capital<br>requirement | Capital Buffers |      |     |     | Capital<br>Buffers<br>total | Total |
|------------------------------|-----------------------------------|-----------------|------|-----|-----|-----------------------------|-------|
|                              |                                   | CCoB            | CCyB | SII | SRB |                             |       |
| Common Equity Tier 1 capital | 4.5                               | 2.5             | N/A  | N/A | N/A | 2.5                         | 7.0   |
| Tier 1 capital               | 6.0                               | 2.5             | N/A  | N/A | N/A | 2.5                         | 8.5   |
| Own funds                    | 8.0                               | 2.5             | N/A  | N/A | N/A | 2.5                         | 10.5  |
| <b>EURm</b>                  |                                   |                 |      |     |     |                             |       |
| Common Equity Tier 1 capital | 3,551                             | 1,973           | -    | -   | -   | 1,973                       | 5,524 |
| Tier 1 capital               | 4,735                             | 1,973           | -    | -   | -   | 1,973                       | 6,707 |
| Own funds                    | 6,313                             | 1,973           | -    | -   | -   | 1,973                       | 8,286 |

## Common Equity Tier 1 available to meet Capital Buffers

## Percentage points of REA

|                                           |                |
|-------------------------------------------|----------------|
| Common Equity Tier 1 capital <sup>†</sup> | 31 Dec<br>2014 |
|                                           | 17.3           |

<sup>†</sup> Including profit of the period.

**Note 1, continued**  
**Capital ratios**

| Percentage                                                        | 31 Dec<br>2014 | 31 Dec<br>2013 |
|-------------------------------------------------------------------|----------------|----------------|
| Common Equity Tier 1 capital ratio, including profit              | 21.8           | 20.8           |
| Tier 1 ratio, including profit                                    | 25.3           | 23.1           |
| Total Capital ratio, including profit                             | 30.6           | 28.0           |
| Common Equity Tier 1 capital ratio, excluding profit and dividend | 21.9           | 20.5           |
| Tier 1 ratio, excluding profit and dividend                       | 25.4           | 22.9           |
| Total Capital ratio, excluding profit and dividend                | 30.7           | 27.7           |
| <b>Capital ratios including Basel I floor</b>                     |                |                |
| Percentage                                                        | 31 Dec<br>2014 | 31 Dec<br>2013 |
| Common Equity Tier 1 capital ratio, including profit              | 21.8           | 20.8           |
| Tier 1 ratio, including profit                                    | 25.3           | 23.1           |
| Total Capital ratio, including profit                             | 30.6           | 28.0           |
| Common Equity Tier 1 capital ratio, excluding profit and dividend | 21.9           | 20.5           |
| Tier 1 ratio, excluding profit and dividend                       | 25.4           | 22.9           |
| Total Capital ratio, excluding profit and dividend                | 30.7           | 27.7           |
|                                                                   |                | 31 Dec         |
| <b>Leverage ratio<sup>1</sup></b>                                 |                | <b>2014</b>    |
| Tier 1 capital, transitional definition, EURm <sup>2</sup>        |                | 20,047         |
| Leverage ratio exposure, EURm                                     |                | 225,148        |
| Leverage ratio, percentage                                        |                | 8.9            |

<sup>1</sup> Leverage ratio and volumes presented is based on three month average according to local FSA reporting process.

<sup>2</sup> Including profit for the period.

**Credit risk exposures for which internal models are used, split by rating grade**

|                                          | On-balance<br>exposure,<br>EURm | Off-balance<br>exposure,<br>EURm | Exposure<br>value (EAD),<br>EURm <sup>1</sup> | Of which<br>EAD for off-<br>balance,<br>EURm | Exposure-<br>weighted<br>average risk<br>weight: |
|------------------------------------------|---------------------------------|----------------------------------|-----------------------------------------------|----------------------------------------------|--------------------------------------------------|
| Corporate, foundation IRB:               | 5,172                           | 11,619                           | 16,040                                        | 10,890                                       | 52.2                                             |
| - of which rating grades 6               | 1,660                           | 335                              | 1,976                                         | 315                                          | 19.7                                             |
| - of which rating grades 5               | 1,417                           | 3,243                            | 4,383                                         | 2,946                                        | 33.7                                             |
| - of which rating grades 4               | 1,444                           | 6,411                            | 7,539                                         | 6,083                                        | 59.8                                             |
| - of which rating grades 3               | 302                             | 1,303                            | 1,508                                         | 1,249                                        | 96.6                                             |
| - of which rating grades 2               | 92                              | 216                              | 284                                           | 194                                          | 163.7                                            |
| - of which rating grades 1               | 3                               | 29                               | 31                                            | 28                                           | 221.0                                            |
| - of which unrated                       | 2                               | 2                                | 4                                             | 1                                            | 121.3                                            |
| - of which defaulted                     | 251                             | 81                               | 315                                           | 74                                           | 0.0                                              |
| Corporate, advanced IRB:                 | 20,770                          | 33,353                           | 42,752                                        | 22,725                                       | 42.7                                             |
| - of which rating grades 6               | 726                             | 2,085                            | 1,713                                         | 1,069                                        | 12.9                                             |
| - of which rating grades 5               | 4,867                           | 10,914                           | 11,625                                        | 6,833                                        | 23.7                                             |
| - of which rating grades 4               | 10,887                          | 14,542                           | 20,990                                        | 10,535                                       | 43.0                                             |
| - of which rating grades 3               | 3,442                           | 4,239                            | 6,913                                         | 3,478                                        | 64.2                                             |
| - of which rating grades 2               | 451                             | 521                              | 806                                           | 470                                          | 115.7                                            |
| - of which rating grades 1               | 21                              | 33                               | 54                                            | 33                                           | 130.3                                            |
| - of which unrated                       | 160                             | 879                              | 397                                           | 267                                          | 89.6                                             |
| - of which defaulted                     | 216                             | 139                              | 254                                           | 39                                           | 174.7                                            |
| Institutions, foundation IRB:            | 15,352                          | 829                              | 16,985                                        | 373                                          | 22.2                                             |
| - of which rating grades 6               | 6,661                           | 247                              | 7,421                                         | 59                                           | 9.8                                              |
| - of which rating grades 5               | 8,382                           | 204                              | 8,997                                         | 73                                           | 29.2                                             |
| - of which rating grades 4               | 235                             | 336                              | 498                                           | 234                                          | 68.6                                             |
| - of which rating grades 3               | 64                              | 38                               | 60                                            | 5                                            | 103.0                                            |
| - of which rating grades 2               | 3                               | -                                | 1                                             | -                                            | 176.6                                            |
| - of which rating grades 1               | -                               | -                                | -                                             | -                                            | -                                                |
| - of which unrated                       | 6                               | 4                                | 10                                            | 3                                            | 136.6                                            |
| - of which defaulted                     | -                               | -                                | 0                                             | -                                            | 0.0                                              |
| Retail, of which secured by real estate: | 831                             | 271                              | 1,018                                         | 187                                          | 8.5                                              |
| - of which scoring grades A              | 330                             | 124                              | 416                                           | 86                                           | 3.0                                              |
| - of which scoring grades B              | 279                             | 84                               | 337                                           | 58                                           | 6.8                                              |
| - of which scoring grades C              | 155                             | 48                               | 188                                           | 33                                           | 13.0                                             |
| - of which scoring grades D              | 54                              | 14                               | 63                                            | 10                                           | 23.7                                             |
| - of which scoring grades E              | -                               | -                                | -                                             | -                                            | -                                                |
| - of which scoring grades F              | 3                               | 0                                | 3                                             | 0                                            | 63.3                                             |
| - of which not scored                    | 1                               | 0                                | 1                                             | 0                                            | 22.2                                             |
| - of which defaulted                     | 9                               | 0                                | 9                                             | 0                                            | 95.6                                             |
| Retail, of which other retail:           | 3,573                           | 2,692                            | 5,354                                         | 1,783                                        | 33.0                                             |
| - of which scoring grades A              | 1,063                           | 1,425                            | 2,021                                         | 958                                          | 10.8                                             |
| - of which scoring grades B              | 1,189                           | 646                              | 1,618                                         | 430                                          | 23.0                                             |
| - of which scoring grades C              | 677                             | 368                              | 912                                           | 236                                          | 37.0                                             |
| - of which scoring grades D              | 294                             | 178                              | 405                                           | 111                                          | 47.9                                             |
| - of which scoring grades E              | 154                             | 47                               | 184                                           | 29                                           | 54.1                                             |
| - of which scoring grades F              | 83                              | 14                               | 92                                            | 9                                            | 78.9                                             |
| - of which not scored                    | 7                               | 5                                | 10                                            | 3                                            | 55.8                                             |
| - of which defaulted                     | 106                             | 9                                | 112                                           | 6                                            | 417.5                                            |
| Other non credit-obligation assets:      | 1,148                           | 0                                | 1,148                                         | 0                                            | 102.4                                            |

Nordea does not have the following IRB exposure classes: equity exposures, items representing securitisation positions, central governments and central banks, qualifying revolving retail.

<sup>1</sup> Includes EAD for on-balance, off-balance, derivatives and securities financing.

## Note 1, continued

## Capital requirements for market risk

|                                         | Trading book, IM |                     | Trading book, SA |                     | Banking book, SA |                     | Total        |                     |
|-----------------------------------------|------------------|---------------------|------------------|---------------------|------------------|---------------------|--------------|---------------------|
|                                         | REA              | Capital requirement | REA              | Capital requirement | REA              | Capital requirement | REA          | Capital requirement |
| EURm                                    |                  |                     |                  |                     |                  |                     |              |                     |
| Interest rate risk & other <sup>1</sup> | 2                | 0                   | 0                | 0                   | -                | -                   | 2            | 0                   |
| Equity risk                             | 130              | 10                  | 26               | 2                   | -                | -                   | 156          | 12                  |
| Foreign exchange risk                   | 25               | 2                   | -                | -                   | 2,174            | 174                 | 2,199        | 176                 |
| Commodity risk                          | -                | -                   | 0                | 0                   | -                | -                   | 0            | 0                   |
| Settlement risk                         | -                | -                   | 0                | 0                   | -                | -                   | 0            | 0                   |
| Diversification effect                  | -2               | 0                   | -                | -                   | -                | -                   | -2           | 0                   |
| Stressed Value-at-Risk                  | 369              | 30                  | -                | -                   | -                | -                   | 369          | 30                  |
| Incremental Risk Measure                | 0                | 0                   | -                | -                   | -                | -                   | 0            | 0                   |
| Comprehensive Risk Measure              | 0                | 0                   | -                | -                   | -                | -                   | 0            | 0                   |
| <b>Total</b>                            | <b>524</b>       | <b>42</b>           | <b>26</b>        | <b>2</b>            | <b>2,174</b>     | <b>174</b>          | <b>2,724</b> | <b>218</b>          |

<sup>1</sup> Interest rate risk column Trading book IA includes both general and specific interest rate risk which is elsewhere referred to as interest rate VaR and credit spread VaR.

## APPENDIX 1

### SUMMARY OF THE BASE PROSPECTUS

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and these Issuers. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and relevant Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "Not Applicable".

In particular Elements in italics denote placeholders for completing the issue specific summary relating to a Tranche of Notes for which such issue specific summary is to be prepared.

Words and expressions defined in the sections entitled "Terms and Conditions of the Notes" or elsewhere in this Base Prospectus have the same meanings in this summary.

|            |                      | <b>Section A – Introduction and Warnings</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|------------|----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A.1</b> | <b>Introduction:</b> | <i>This summary should be read as an introduction to this Base Prospectus and any decision to invest in the Notes should be based on a consideration of the Base Prospectus as a whole by the investor. Where a claim relating to the information contained in this Base Prospectus is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member States, be required to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. No civil liability will attach to the Issuers in any such Member State solely on the basis of this summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of this Base Prospectus or it does not provide, when read together with the other parts of this Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.</i>                                                                                                                                                                                                                                                                                                       |
| <b>A.2</b> | <b>Consent:</b>      | Certain Tranches of Notes with a denomination of less than €100,000 (or its equivalent in any other currency) may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus. Any such offer is referred to as a " <b>Public Offer</b> ".                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|            |                      | <i>Not applicable; the Notes are issued in denominations of at least €100,000 (or its equivalent in any other currency)./The Issuer consents to the use of this Base Prospectus in connection with a Public Offer of the Notes by any financial intermediary which is authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2004/39/EC) (an "<b>Authorised Offeror</b>") on the following basis: (a) the relevant Public Offer must occur during the period from and including [•] to but excluding [ ] (the "<b>Offer Period</b>") in [•] [and [•]] (the "<b>Public Offer Jurisdiction(s)</b>") and (b) the relevant Authorised Offeror must have agreed to the Authorised Offeror Terms [and satisfy the following additional conditions: [•]]./The Issuer consents to the use of this Base Prospectus in connection with a Public Offer of the Notes by [•](an "<b>Authorised Offeror</b>") on the following basis: (a) the relevant Public Offer must occur during the period from and including [•] to but excluding [ ] (the "<b>Offer Period</b>") in [•] [and [•]] (the "<b>Public Offer Jurisdiction(s)</b>") and (b) the relevant Authorised Offeror must have agreed to the Authorised Offeror Terms [and satisfy the following additional conditions: [•]].</i> |

|             |                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|-------------|-------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|             |                                                 | <b>Authorised Offerors will provide information to an Investor on the terms and conditions of the Public Offer of the relevant Notes at the time such Public Offer is made by the Authorised Offeror to the Investor.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|             | <b>Section B – Issuers</b>                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>B.1</b>  | <b>Legal names of the Issuers:</b>              | Nordea Bank AB (publ)<br>Nordea Bank Finland Plc                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|             | <b>Commercial names of the Issuers:</b>         | Nordea                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>B.2</b>  | <b>Domicile and legal forms of the Issuers:</b> | <p>NBAB is a public (publ) limited liability company with registration No. 516406-0120. The head office is located in Stockholm at the following address: Smålandsgatan 17, 105 71 Stockholm. The principal legislation under which NBAB operates is the Swedish Companies Act and the Swedish Banking and Financing Business Act.</p> <p>NBF is a company with limited liability pursuant to the Finnish Companies Act. NBF is registered in the trade register with business identity code 1680235-8. NBF has its head office in Helsinki at the following address: Aleksanterinkatu 36 B, 00100 Helsinki, Finland. The principal legislation under which NBF operates is the Finnish Companies Act and the Finnish Act on Commercial Banks and Other Credit Institutions in the form of a limited company.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>B.4b</b> | <b>Trends:</b>                                  | Not applicable. There are no clear trends affecting the Issuers or the markets in which they operate.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>B.5</b>  | <b>The Group:</b>                               | <p>NBAB is the parent company of the Nordea Group. The Nordea Group is a large financial services group in the Nordic markets (Denmark, Finland, Norway and Sweden), with additional operations in Russia, the Baltic countries and Luxembourg, as well as branches in a number of other international locations. The three main subsidiaries of NBAB are Nordea Bank Danmark A/S in Denmark, NBF in Finland and Nordea Bank Norge ASA in Norway. The Nordea Group's organisational structure is built around three main business areas: Retail Banking, Wholesale Banking and Wealth Management. Group Corporate Centre and Group Risk Management are other central parts of the Nordea Group's organisation. Retail Banking is responsible for customer relations with household customers as well as large, medium-sized and small corporate customers in the Nordic and Baltic countries. Wholesale Banking provides services and financial solutions to Nordea Group's largest corporate and institutional customers. Wealth Management provides investment, savings and risk management products and solutions. It manages the Nordea Group's customers' assets, provides wealth planning and gives investment advice to affluent and high-net-worth individuals as well as institutional investors.</p> <p>As of 30 September 2014, the Nordea Group had total assets of EUR 669 billion and tier 1 capital of EUR 25.5 billion, and was the largest Nordic-based asset manager with EUR 254.5 billion in assets under management.</p> |
| <b>B.9</b>  | <b>Profit Forecasts and Profit Estimates:</b>   | Not Applicable. The Issuers do not make a profit forecast or profit estimate in the Base Prospectus.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>B.10</b> | <b>Audit Report Qualifications:</b>             | Not Applicable. There are no qualifications in the audit reports for the Issuers.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

| B.12                                                                                         | Selected Key Financial Information: | <p>The tables below show certain selected summarised financial information which, without material changes, is derived from, and must be read together with, the Issuers' audited consolidated financial statements for the year ended 31 December 2013 and the auditors' reports and notes thereto and unaudited consolidated financial statements for the year ended 31 December 2014 (in the case of NBAB) or the six months ending 30 June 2014 (in the case of NBF) set out in the annexes to this Supplement and the Base Prospectus and the notes thereto.<sup>1</sup></p> <p>NBAB – selected key financial information:</p> <table><tr><th></th><th colspan="3">Year ended 31 December</th></tr><tr><th></th><th>2014</th><th>2013</th><th>2012</th></tr><tr><td></td><td colspan="3">(EUR millions)</td></tr><tr><td colspan="4"><b>Income Statement</b></td></tr><tr><td>Total operating income</td><td>10,224</td><td>9,891</td><td>9,998</td></tr><tr><td>Net loan losses .....</td><td>-534</td><td>-735</td><td>-895</td></tr><tr><td>Net profit for the period.....</td><td>3,332</td><td>3,116</td><td>3,126</td></tr><tr><td colspan="4"><b>Balance Sheet</b></td></tr><tr><td>Total assets.....</td><td>669,342</td><td>630,434</td><td>668,178</td></tr><tr><td>Total liabilities .....</td><td>639,505</td><td>601,225</td><td>640,173</td></tr><tr><td>Total equity .....</td><td>29,837</td><td>29,209</td><td>28,005</td></tr><tr><td>Total liabilities and equity .....</td><td>669,342</td><td>630,434</td><td>668,178</td></tr><tr><td colspan="4"><b>Cash Flow Statement</b></td></tr><tr><td>Cash flow from operating activities before changes in operating assets and liabilities .....</td><td>11,456</td><td>7,607</td><td>6,633</td></tr><tr><td>Cash flow from operating activities .....</td><td>-10,842</td><td>6,315</td><td>19,754</td></tr><tr><td>Cash flow from investing activities.....</td><td>3,254</td><td>572</td><td>774</td></tr><tr><td>Cash flow from financing activities .....</td><td>-1,040</td><td>-1,927</td><td>-170</td></tr><tr><td>Cash flow for the period .....</td><td>-8,610</td><td>4,960</td><td>20,358</td></tr><tr><td>Change .....</td><td>-8,610</td><td>4,960</td><td>20,358</td></tr></table> <p>NBF – selected key financial information:</p> <table><tr><th></th><th colspan="2">Year ended 31 December</th><th colspan="2">Six months ended 30 June</th></tr><tr><th></th><th>2013</th><th>2012</th><th>2014</th><th>2013</th></tr><tr><td></td><td colspan="4">(EUR Millions)</td></tr><tr><td colspan="5"><b>Income Statement</b></td></tr><tr><td>Total operating income .....</td><td>2,224</td><td>2,824</td><td>1,219</td><td>1,122</td></tr><tr><td>Net profit for the period .....</td><td>828</td><td>1,181</td><td>506</td><td>418</td></tr><tr><td colspan="5"><b>Balance Sheet</b></td></tr><tr><td>Total assets .....</td><td>304,761</td><td>335,461</td><td>317,523</td><td>306,598</td></tr><tr><td>Total liabilities .....</td><td>295,247</td><td>326,244</td><td>308,308</td><td>297,553</td></tr><tr><td>Total equity .....</td><td>9,514</td><td>9,217</td><td>9,215</td><td>9,045</td></tr><tr><td>Total liabilities and equity.....</td><td>304,761</td><td>335,461</td><td>317,523</td><td>306,598</td></tr><tr><td colspan="5"><b>Cash Flow Statement</b></td></tr><tr><td>Cash flow from operating activities before changes in operating assets and liabilities .....</td><td>1,489</td><td>-440</td><td>1,217</td><td>1,023</td></tr><tr><td>Cash flow from operating activities .....</td><td>5,686</td><td>18,719</td><td>-10,857</td><td>-164</td></tr><tr><td>Cash flow from investing activities .....</td><td>85</td><td>333</td><td>1,603</td><td>-2</td></tr><tr><td>Cash flow from financing activities.....</td><td>-615</td><td>-3,526</td><td>-767</td><td>-678</td></tr><tr><td>Cash flow for the period.....</td><td>5,156</td><td>15,526</td><td>-10,021</td><td>-844</td></tr><tr><td>Change.....</td><td>5,156</td><td>15,526</td><td>-10,021</td><td>-844</td></tr></table> |                          | Year ended 31 December |         |  |  | 2014 | 2013 | 2012 |  | (EUR millions) |  |  | <b>Income Statement</b> |  |  |  | Total operating income | 10,224 | 9,891 | 9,998 | Net loan losses ..... | -534 | -735 | -895 | Net profit for the period..... | 3,332 | 3,116 | 3,126 | <b>Balance Sheet</b> |  |  |  | Total assets..... | 669,342 | 630,434 | 668,178 | Total liabilities ..... | 639,505 | 601,225 | 640,173 | Total equity ..... | 29,837 | 29,209 | 28,005 | Total liabilities and equity ..... | 669,342 | 630,434 | 668,178 | <b>Cash Flow Statement</b> |  |  |  | Cash flow from operating activities before changes in operating assets and liabilities ..... | 11,456 | 7,607 | 6,633 | Cash flow from operating activities ..... | -10,842 | 6,315 | 19,754 | Cash flow from investing activities..... | 3,254 | 572 | 774 | Cash flow from financing activities ..... | -1,040 | -1,927 | -170 | Cash flow for the period ..... | -8,610 | 4,960 | 20,358 | Change ..... | -8,610 | 4,960 | 20,358 |  | Year ended 31 December |  | Six months ended 30 June |  |  | 2013 | 2012 | 2014 | 2013 |  | (EUR Millions) |  |  |  | <b>Income Statement</b> |  |  |  |  | Total operating income ..... | 2,224 | 2,824 | 1,219 | 1,122 | Net profit for the period ..... | 828 | 1,181 | 506 | 418 | <b>Balance Sheet</b> |  |  |  |  | Total assets ..... | 304,761 | 335,461 | 317,523 | 306,598 | Total liabilities ..... | 295,247 | 326,244 | 308,308 | 297,553 | Total equity ..... | 9,514 | 9,217 | 9,215 | 9,045 | Total liabilities and equity..... | 304,761 | 335,461 | 317,523 | 306,598 | <b>Cash Flow Statement</b> |  |  |  |  | Cash flow from operating activities before changes in operating assets and liabilities ..... | 1,489 | -440 | 1,217 | 1,023 | Cash flow from operating activities ..... | 5,686 | 18,719 | -10,857 | -164 | Cash flow from investing activities ..... | 85 | 333 | 1,603 | -2 | Cash flow from financing activities..... | -615 | -3,526 | -767 | -678 | Cash flow for the period..... | 5,156 | 15,526 | -10,021 | -844 | Change..... | 5,156 | 15,526 | -10,021 | -844 |
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--------------------------|--------|-------|--------|--------------|--------|-------|--------|--|------------------------|--|--------------------------|--|--|------|------|------|------|--|----------------|--|--|--|-------------------------|--|--|--|--|------------------------------|-------|-------|-------|-------|---------------------------------|-----|-------|-----|-----|----------------------|--|--|--|--|--------------------|---------|---------|---------|---------|-------------------------|---------|---------|---------|---------|--------------------|-------|-------|-------|-------|-----------------------------------|---------|---------|---------|---------|----------------------------|--|--|--|--|----------------------------------------------------------------------------------------------|-------|------|-------|-------|-------------------------------------------|-------|--------|---------|------|-------------------------------------------|----|-----|-------|----|------------------------------------------|------|--------|------|------|-------------------------------|-------|--------|---------|------|-------------|-------|--------|---------|------|
|                                                                                              |                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Year ended 31 December   |                        |         |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
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                     |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
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                                                                         | (EUR millions)           |                        |         |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
|                                                                                              |                                     | <b>Income Statement</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           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                     |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
|                                                                                              |                                     | Total operating income                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 10,224                   | 9,891                  | 9,998   |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
|                                                                                              |                                     | Net loan losses .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | -534                     | -735                   | -895    |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
|                                                                                              |                                     | Net profit for the period.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 3,332                    | 3,116                  | 3,126   |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
|                                                                                              |                                     | <b>Balance Sheet</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              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                     |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
|                                                                                              |                                     | Total assets.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 669,342                  | 630,434                | 668,178 |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |           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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Total liabilities .....                                                                      | 639,505                             | 601,225                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Total equity .....                                                                           | 29,837                              | 29,209                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Total liabilities and equity .....                                                           | 669,342                             | 630,434                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| <b>Cash Flow Statement</b>                                                                   |                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Cash flow from operating activities before changes in operating assets and liabilities ..... | 11,456                              | 7,607                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             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                     |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Cash flow from operating activities .....                                                    | -10,842                             | 6,315                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Cash flow from investing activities.....                                                     | 3,254                               | 572                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Cash flow from financing activities .....                                                    | -1,040                              | -1,927                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Cash flow for the period .....                                                               | -8,610                              | 4,960                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Change .....                                                                                 | -8,610                              | 4,960                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
|                                                                                              | Year ended 31 December              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   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|                                                                                              | 2013                                | 2012                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
|                                                                                              | (EUR Millions)                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| <b>Income Statement</b>                                                                      |                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Total operating income .....                                                                 | 2,224                               | 2,824                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             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                |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Net profit for the period .....                                                              | 828                                 | 1,181                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             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                     |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| <b>Balance Sheet</b>                                                                         |                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   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                     |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Total assets .....                                                                           | 304,761                             | 335,461                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 317,523                  | 306,598                |         |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Total liabilities .....                                                                      | 295,247                             | 326,244                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 308,308                  | 297,553                |         |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Total equity .....                                                                           | 9,514                               | 9,217                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 9,215                    | 9,045                  |         |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Total liabilities and equity.....                                                            | 304,761                             | 335,461                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 317,523                  | 306,598                |         |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| <b>Cash Flow Statement</b>                                                                   |                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   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                     |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Cash flow from operating activities before changes in operating assets and liabilities ..... | 1,489                               | -440                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 1,217                    | 1,023                  |         |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Cash flow from operating activities .....                                                    | 5,686                               | 18,719                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | -10,857                  | -164                   |         |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Cash flow from investing activities .....                                                    | 85                                  | 333                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1,603                    | -2                     |         |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Cash flow from financing activities.....                                                     | -615                                | -3,526                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | -767                     | -678                   |         |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Cash flow for the period.....                                                                | 5,156                               | 15,526                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | -10,021                  | -844                   |         |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |
| Change.....                                                                                  | 5,156                               | 15,526                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | -10,021                  | -844                   |         |  |  |      |      |      |  |                |  |  |                         |  |  |  |                        |        |       |       |                       |      |      |      |                                |       |       |       |                      |  |  |  |                   |         |         |         |                         |         |         |         |                    |        |        |        |                                    |         |         |         |                            |  |  |  |                                                                                              |        |       |       |                                           |         |       |        |                                          |       |     |     |                                           |        |        |      |                                |        |       |        |              |        |       |        |  |                        |  |                          |  |  |      |      |      |      |  |                |  |  |  |                         |  |  |  |  |                              |       |       |       |       |                                 |     |       |     |     |                      |  |  |  |  |                    |         |         |         |         |                         |         |         |         |         |                    |       |       |       |       |                                   |         |         |         |         |                            |  |  |  |  |                                                                                              |       |      |       |       |                                           |       |        |         |      |                                           |    |     |       |    |                                          |      |        |      |      |                               |       |        |         |      |             |       |        |         |      |

<sup>1</sup> By virtue of the Supplement dated 11 February 2015, selected key unaudited information of NBAB for the year ending 31 December 2014 has been included and information for the nine months to 30 September 2014 has been removed. It has been clarified that the auditors' reports relate to the Issuers' audited consolidated financial statements for the year ended 31 December 2013 only.

|                                                          |                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                    |                  |                                                          |                  |                        |     |                       |    |
|----------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|------------------|----------------------------------------------------------|------------------|------------------------|-----|-----------------------|----|
|                                                          |                                                        | <p>There has been no material adverse change in the ordinary course of business or in the prospects or condition of NBAB or NBF since 31 December 2013, being the date of its last published audited financial statements.</p> <p>There has been no significant change in the financial or trading position of NBAB or NBF which has occurred since 31 December 2014<sup>2</sup> (in the case of NBAB) or 30 June 2014 (in the case of NBF), being the date of its last published financial statements.</p>                                                                                                                                                                                                                                                                                                                                    |                                    |                  |                                                          |                  |                        |     |                       |    |
| B.13                                                     | Recent Events:                                         | Not Applicable for either Issuer. There have been no recent events particular to either Issuer which are to a material extent relevant to the evaluation of such Issuer's solvency since the date of the relevant Issuer's last published audited or unaudited financial statements.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                    |                  |                                                          |                  |                        |     |                       |    |
| B.14                                                     | Dependence upon other entities within the Group:       | Not Applicable. Neither NBAB nor NBF is dependent upon other entities within the Nordea Group.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                    |                  |                                                          |                  |                        |     |                       |    |
| B.15                                                     | The Issuer's Principal Activities:                     | <p>The Nordea Group's organisational structure is built around three main business areas: Retail Banking, Wholesale Banking and Wealth Management. In addition to these business areas, the Nordea Group's organisation includes the following two Group functions: Group Corporate Centre and Group Risk Management.</p> <p>NBAB conducts banking operations in Sweden within the scope of the Nordea Group's business organisation. NBAB develops and markets financial products and services to personal customers, corporate customers and the public sector.</p> <p>NBF conducts banking operations in Finland as a part of the Nordea Group and its operations are fully integrated into the Nordea Group's operations. NBF holds a licence to conduct banking operations in accordance with the Finnish Act on Credit Institutions.</p> |                                    |                  |                                                          |                  |                        |     |                       |    |
| B.16                                                     | Controlling Persons:                                   | Not Applicable. To the best of NBAB's knowledge, the Nordea Group is not directly or indirectly owned or controlled by any single person or group of persons acting together. NBF is a direct, wholly-owned subsidiary of NBAB.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                    |                  |                                                          |                  |                        |     |                       |    |
| B.17                                                     | Ratings assigned to the Issuer or its Debt Securities: | <p>As of the date of this Base Prospectus, the long term (senior) debt ratings of each of the Issuers are:</p> <table><tr><td>Moody's Investors Service Limited:</td><td>Aa3<sup>3</sup></td></tr><tr><td>Standard &amp; Poor's Credit Market Services Europe Limited:</td><td>AA-<sup>4</sup></td></tr><tr><td>Fitch Ratings Limited:</td><td>AA-</td></tr><tr><td>DBRS Ratings Limited:</td><td>AA</td></tr></table> <p>The Issuers' credit ratings do not always mirror the risk related to individual Notes issued under the Programme.</p>                                                                                                                                                                                                                                                                                                | Moody's Investors Service Limited: | Aa3 <sup>3</sup> | Standard & Poor's Credit Market Services Europe Limited: | AA- <sup>4</sup> | Fitch Ratings Limited: | AA- | DBRS Ratings Limited: | AA |
| Moody's Investors Service Limited:                       | Aa3 <sup>3</sup>                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                    |                  |                                                          |                  |                        |     |                       |    |
| Standard & Poor's Credit Market Services Europe Limited: | AA- <sup>4</sup>                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                    |                  |                                                          |                  |                        |     |                       |    |
| Fitch Ratings Limited:                                   | AA-                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                    |                  |                                                          |                  |                        |     |                       |    |
| DBRS Ratings Limited:                                    | AA                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                    |                  |                                                          |                  |                        |     |                       |    |

<sup>2</sup> By virtue of the Supplement dated 11 February 2015, the date which there has been no significant change in the financial or trading position of NBAB has been updated to 31 December 2014, being the date of its last published financial statements.

<sup>3</sup> negative outlook

<sup>4</sup> negative outlook

| Section C – The Notes |                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
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| C.1                   | <p><b>Description of Type and Class of Securities:</b></p> | <p><b>Issuance in Series:</b> Notes are issued in series (each a "<b>Series</b>") and Notes of each Series will all be subject to identical terms (except issue price, issue date and interest commencement date, which may or may not be identical) whether as to currency, denomination, interest or maturity or otherwise, save that a Series may comprise Notes in bearer form and in registered form. Further tranches of Notes (each a "<b>Tranche</b>") may be issued as part of an existing Series.</p> <p><i>The Series number of the Notes is [ ]. [The Tranche number is [ ].</i></p> <p><b>Forms of Notes:</b> Notes may be issued in bearer or in registered form. Notes in bearer form will not be exchangeable for Notes in registered form and Notes in registered form will not be exchangeable for Notes in bearer form.</p> <p><i>The Notes are in bearer form/The Notes are in registered Form.</i></p> <p>Notes may be specified in the applicable Final Terms as "<b>VP Notes</b>". VP Notes will be issued in uncertificated and dematerialised book entry form, with the legal title thereto being evidenced by book entries in the register for such VP Notes kept by VP Securities A/S on behalf of the relevant Issuer (the "<b>Danish Note Register</b>"). Title to VP Notes will not be evidenced by any physical note or document of title. Definitive Notes will not be issued in respect of any VP Notes. Nordea Bank Danmark A/S will act as the VP Issuing Agent in respect of VP Notes.</p> <p>Notes may be specified in the applicable Final Terms as "<b>VPS Notes</b>". VPS Notes will be issued pursuant to a registrar agreement with Nordea Bank Norge ASA as VPS Paying Agent and will be registered in uncertificated and dematerialised book entry form with the Norwegian Central Securities Depository (<i>Verdipapirsentralen</i> ASA and referred to herein as the "<b>VPS</b>").</p> <p>Notes may be specified in the applicable Final Terms as "<b>Swedish Notes</b>". Swedish Notes will be issued in uncertificated and dematerialised book entry form, with the legal title thereto being evidenced by book entries in the register for such Swedish Notes kept by Euroclear Sweden on behalf of the relevant Issuer. Title to Swedish Notes will not be evidenced by any physical note or document of title. Definitive Notes will not be issued in respect of any Swedish Notes. Nordea Bank AB (publ) will act as the Swedish Issuing Agent in respect of Swedish Notes.</p> <p>Notes may be specified in the applicable Final Terms as "<b>Finnish Notes</b>". Finnish Notes will be issued in uncertificated and dematerialised book entry form, with the legal title thereto being evidenced by book entries in the register for such Finnish Notes kept by Euroclear Finland on behalf of the relevant Issuer. Title to Finnish Notes will not be evidenced by any physical note or document of title. Definitive Notes will not be issued in respect of any Finnish Notes. Nordea Bank Finland Plc will act as the Finnish Issuing Agent in respect of Finnish Notes.</p> <p><b>Swiss Franc Notes:</b> Swiss Franc Notes will be denominated in Swiss francs, issued in bearer form and will be represented exclusively by a Permanent Global Note which shall be deposited with SIX SIS AG, Olten, Switzerland, or such other depositary as may be approved by the SIX Regulatory Board of the SIX Swiss Exchange. The Permanent Global Note will be exchangeable for definitive Notes only in certain limited circumstances.</p> |

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|     |                                          | <p><b>Security Identification Number(s):</b> In respect of each Tranche of Notes, the relevant security identification number(s) will be specified in the relevant Final Terms.</p> <p><i>The Notes will be [cleared/settled] through [ ]. The Notes have been assigned the following securities identifiers: [ ].</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| C.2 | <b>Currency of the Securities Issue:</b> | <p>U.S. dollars, euro, sterling, Swedish Krona, Swiss francs, Norwegian Krone, Danish Krone and Yen and/or such other currency or currencies as may be determined at the time of issuance, subject to compliance with all applicable legal and/or regulatory and/or central bank requirements. Notes may, subject to such compliance, be issued as dual currency Notes.</p> <p><i>The currency of the Notes is [ ].</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| C.5 | <b>Free Transferability :</b>            | <p>This Base Prospectus contains a summary of certain selling restrictions in the United States, the European Economic Area, the United Kingdom, Denmark, Finland, The Netherlands, Norway, Sweden, Spain, and Japan.</p> <p>The Notes have not been and will not be registered under the United States Securities Act of 1933 (the "<b>Securities Act</b>") and may not be offered and sold within the United States or to, or for the account or benefit of U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act.</p> <p>In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive, including the Kingdom of Sweden (each, a "<b>Relevant Member State</b>"), each dealer appointed in relation to the Programme (each a "<b>Dealer</b>") has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "<b>Relevant Implementation Date</b>") it has not made and will not make an offer of Notes to the public in that Relevant Member State except with the consent of the relevant Issuer given in accordance with Element A.2 above.</p> <p>Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that it has complied and will comply with all applicable provisions of the Financial Services and Markets Act 2000 (the "<b>FSMA</b>") with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.</p> <p>Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold and will not offer, sell or deliver any of the Notes directly or indirectly in the Kingdom of Denmark by way of public offering, unless in compliance with the Danish Securities Trading Act (Consolidated Act No. 883 of 9 August 2011, as amended) (in Danish: <i>Værdipapirhandelsloven</i>) and Executive Orders issued thereunder.</p> |

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|  |  | <p>Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, in respect of any offers or sales of Notes in Ireland, that it will comply with: the provisions of the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos. 1 to 3) (as amended), including, without limitation, Regulations 7 and 152 thereof or any codes of conduct used in connection therewith and the provisions of the Investor Compensation Act 1998; the provisions of the Companies Acts 1963 to 2012 (as amended), the Central Bank Acts 1942 to 2013 (as amended) and any codes of conduct rules made under Section 117(1) of the Central Bank Act 1989; and the provisions of the Market Abuse (Directive 2003/6/EC) Regulations 2005 (as amended) and any rules issued under Section 34 of the Investment Funds, Companies and Miscellaneous Provisions Act 2005 by the Central Bank.</p> <p>Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that it has not offered or sold and will not offer or sell, directly or indirectly, Notes to the public in France and it has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France, the Base Prospectus, the relevant Final Terms or any other offering material relating to the Notes and such offers, sales and distributions have been and will be made in France only to (a) providers of investment services relating to portfolio management for the account of third parties (<i>personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers</i>), and/or (b) qualified investors (<i>investisseurs qualifiés</i>) all as defined in, and in accordance with, articles L.411-1, L.411-2 and D.411-1 of the French Code <i>monétaire et financier</i>.</p> <p>Notes which qualify as "derivative instruments" within the meaning of Section 2 of the SMA, Directive 2004/39/EC (MiFID Directive) and Commission Regulation No EC/1287/2006 (MiFID Implementation Regulation), all as amended from time to time, may only be offered in Estonia after assessment of the suitability and appropriateness of the relevant structured instrument to the investor in accordance with applicable Estonian and European Union law.</p> <p>Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that the Notes have not been offered and will not be offered in Lithuania by way of a public offering, unless in compliance with all applicable provisions of the laws of Lithuania and in particular in compliance with the Law on Securities of the Republic of Lithuania of 18 January 2007 No X-1023 and any regulation or rule made thereunder, as supplemented and amended from time to time.</p> <p>The Notes have not been registered under the Financial Instruments Market Law of Latvia and may not be publicly offered or sold in Latvia. Neither the relevant Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in Latvia other than in accordance with the laws of the Republic of Latvia.</p> <p>Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold and will not offer, sell or deliver any of the Notes directly or indirectly in the Kingdom of Denmark by way of public offering, unless in compliance with the Danish Securities Trading etc. Act (<i>Værdipapirhandelsloven</i>), as amended from time to time, and Executive Orders issued thereunder.</p> |
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|     |                                                                                                   | <p>Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree, that it will not publicly offer the Notes or bring the Notes into general circulation in Finland other than in compliance with all applicable provisions of the laws of Finland and especially in compliance with the Finnish Securities Market Act (495/1989) and any regulation or rule made thereunder, as supplemented and amended from time to time.</p> <p>Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree, that it will comply with all laws, regulations and guidelines applicable to the offering of Notes in Norway. Notes denominated in Norwegian Krone may not be offered or sold within Norway or to or for the account or benefit of persons domiciled in Norway, unless the regulation relating to the offer of VPS Notes and the registration in the VPS has been complied with.</p> <p>Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has only made and will only make an offer of Notes to the public (<i>oferta pública</i>) in Spain in accordance with the Spanish Securities Market Act (<i>Ley 24/1988 de 28 de julio, del Mercado de Valores</i>) (the "LMV"), Royal Decree 1310/2005, of 4 November, developing partially the Spanish Securities Market Law as regards admission to listing on official secondary markets, public offers and the prospectus required thereto and the regulations made thereunder. The Notes may not be offered or sold in Spain other than by institutions authorised under the LMV and Royal Decree 217/2008, of 15 February, on the legal regime applicable to investment services companies, to provide investment services in Spain, and in compliance with the provisions of the LMV and any other applicable legislation.</p> <p>The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended; the "FIEA") and each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree, that it will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.</p> <p>Zero Coupon Notes in definitive form may only be transferred and accepted, directly or indirectly, within, from or into the Netherlands through the mediation of either the relevant Issuer or a member firm of Euronext Amsterdam N.V. in full compliance with the Dutch Savings Certificates Act (<i>Wet inzake spaarbewijzen</i>) of 21 May 1985 (as amended) and its implementing regulations.</p> |
| C.8 | <b>The Rights Attaching to the Securities, including Ranking and Limitations to those Rights:</b> | <p><b>Status of the Notes:</b> The Notes constitute unsecured and unsubordinated obligations of the relevant Issuer and rank <i>pari passu</i> without any preference among themselves and at least <i>pari passu</i> with all other outstanding unsecured and unsubordinated obligations of the relevant Issuer, present and future.</p> <p><b>Denominations:</b> Notes will be issued in such denominations as may be specified in the relevant Final Terms, subject to (i) a minimum denomination of €1,000 (or its equivalent in any other currency); and (ii) compliance with all applicable legal and/or regulatory and/or central bank requirements.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|     |                                                                                                   | <i>The Notes are issued in denomination(s) of [ ].</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

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|     |                                                                                                                                                         | <p><b>Negative Pledge:</b> None.</p> <p><b>Cross Default:</b> None.</p> <p><b>Taxation:</b> All payments in respect of the Notes will be made without withholding or deduction of taxes unless required by Swedish or Finnish laws, regulations or other rules, or decisions by Finnish or Swedish public authorities. In the event that any of the Issuers is obliged to effect deductions or withholdings of Finnish or Swedish tax for someone who is not subject to taxation in Sweden or Finland, such Issuer will pay additional amounts to ensure that, on the due date, the relevant holders of Notes receive a net amount equal to the amount which the holders would have received but for the deductions or withholdings, subject to customary exceptions.</p> <p><b>Governing Law:</b> One of English law, Finnish law, Swedish law, Danish law or Norwegian law governs the Notes and all non-contractual obligations arising out of or in connection with the Notes, except that (i) the registration of VP Notes in the VP are governed by Danish law; (ii) the registration of VPS Notes in the VPS are governed by Norwegian law; (iii) the registration of Swedish Notes in Euroclear Sweden are governed by Swedish law; and (iv) the registration on Finnish Notes in Euroclear Finland is governed by Finnish law.</p> <p><i>The Notes are governed by [English law/ Finnish law/ Danish law/ Swedish law/ Norwegian law].</i></p> <p><b>Enforcement of Notes in Global Form:</b> In the case of Global Notes, individual investors' rights against the relevant Issuer will be governed by a deed of covenant dated 19 December 2014<sup>5</sup> (the "<b>Deed of Covenant</b>"), a copy of which will be available for inspection at the specified office of Citibank, N.A., London Branch as fiscal agent (the "<b>Fiscal Agent</b>").</p> |
| C.9 | <b>The Rights Attaching to the Securities (Continued), Including Information as to Interest, Maturity, Yield and the Representative of the Holders:</b> | <p><b>Interest:</b> Notes may be interest bearing or non-interest bearing. Interest (if any) may:</p> <ul style="list-style-type: none"> <li>• accrue at a fixed rate or a floating rate;</li> <li>• be inflation-protected, whereby the amount of interest payable is linked to a consumer price index or other measure of inflation;</li> <li>• be linked to whether or not a Credit Event occurs in respect of the debt obligations of one or more reference entities ("<b>Credit Linked Note</b>" or "<b>CLN</b>"). A Credit Event is a corporate event which typically makes a creditor of the Reference Entity suffer a loss (e.g. bankruptcy or failure to pay). If a Credit Event occurs in respect of a Reference Entity, the nominal amount used for calculation of the interest payable may be reduced. Please refer to Element C.10 for further details;</li> <li>• be cumulative provided certain performance thresholds are reached;</li> <li>• be linked to the performance of a specified reference rate (which may be an interest rate or an inflation measure) during a specified period, as compared to a number of pre-determined strike/barrier levels, with such interest amount also being subject (in certain cases) to caps/floors;</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

<sup>5</sup> By virtue of the Supplement dated 11 February 2015, the date of the Deed of Covenant has been corrected from 20 December 2013 to 19 December 2014.

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|  |  | <ul style="list-style-type: none"> <li>• be linked to the performance of one or more baskets of underlying assets (each a "<b>Reference Asset</b>" and together a "<b>Basket</b>") or a specific Reference Asset within the relevant Basket (for example, the worst performing Reference Asset) as compared to a pre-determined strike level; and/or</li> <li>• be linked to the percentage of Reference Assets within the Basket that are above a pre-determined barrier level on each business day up to and including the relevant interest payment date (each an "<b>Interest Payment Date</b>").</li> </ul> <p>The applicable interest rate or its method of calculation may differ from time to time or be constant for any Series of Notes. Notes may have a maximum interest rate, a minimum interest rate, or both. The length of the interest periods for the Notes may also differ from time to time or be constant for any Series of Notes. Notes may also bear interest on the basis of a combination of different structures.</p> <p><i>Interest Deferral:</i> If Interest Deferral is specified as applicable to the Notes then all payments of interest that would otherwise fall due in accordance with the interest structure(s) applicable to the Notes, shall be deferred until the earlier of the Redemption Date or the Early Redemption Date on which the Notes are redeemed in full.</p> <p><i>FX Components:</i> If "FX Component (Interest)" is specified as applicable to one or more Interest Payment Dates then the amount of interest for the relevant Interest Payment Date(s), as otherwise determined in accordance with the interest rate structure applicable to the relevant Notes, will be further multiplied by a factor which reflects the variation in one or more foreign exchange rates during the relevant interest period, for the purposes of determining the actual amount of interest that will be payable to holders.</p> <p><i>[The FX Component (Interest) is [applicable to the following Interest Payment Dates: [ ]/Not Applicable] [The underlying foreign exchange rate is: [ ]]</i></p> <p><i>The Notes do not bear interest./The Notes are interest-bearing:</i></p> <p><i>Interest basis: [ ]</i></p> <p><i>Nominal interest rate: [ ].</i></p> <p><i>Interest Commencement Date: [ ].</i></p> <p><i>Interest Payment Date(s): [ ].</i></p> <p><i>Interest Deferral: [Applicable/Not Applicable]</i></p> <p><i>Description of underlying Reference Rate/Reference Asset(s): [ ].]</i></p> <p><i>Information about the past and further performance of the Reference Rate/Reference Asset(s) can be obtained from: [ ].</i></p> |
|  |  | <p><i>[Margin: +/- [ ].]</i></p> <p><i>[Maximum Rate of Interest: [ ].]</i></p> <p><i>[Minimum Rate of Interest: [ ].]</i></p> <p><i>[Day Count Fraction: [ ].]</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

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|  | <p><b>Redemption:</b> The relevant Issuer will redeem the Notes at their redemption amount (the "<b>Redemption Amount</b>") and on the redemption date(s) (the "<b>Redemption Date</b>") specified in the Final Terms.</p> <p>The Redemption Amount may be a combination of a fixed amount (the "<b>Base Redemption Amount</b>") and one or more additional amounts (an "<b>Additional Amount</b>") determined in accordance with one or more of the performance structures specified in Element C.10. Alternatively, the Redemption Amount may be a fixed value, or determined directly in accordance with one or more of the performance structures specified in Element C.10.</p> <p>The Additional Amount may be added to, or subtracted from, the Base Redemption Amount for the purposes of calculating the Redemption Amount, and may be negative. As a result, a Noteholder may in certain circumstances receive less than the Principal Amount of the Notes upon their final redemption. The Final Terms will specify which of the performance structures is applicable to each Series of Notes.</p> <p>Early redemption of Notes may be permitted: (i) upon the request of the relevant Issuer or the holder of the Notes in accordance with the Conditions, <b>provided that</b> such early redemption is applicable pursuant to the Final Terms, (ii) if the relevant Issuer has or will become obliged to pay certain additional amounts in respect of the Notes as a result of any change in the tax laws of the relevant Issuer's jurisdiction of incorporation or (iii) on a partial basis, following the occurrence of a Credit Event in respect of one or more Reference Entities.</p> <p>Where one of the "Autocallable" performance structures applies, if the return generated by the Basket or particular Reference Asset(s) is at or above a pre-determined barrier level on any specified date, then the relevant Issuer will redeem the Notes early on the next following early redemption date at an amount equal to the Principal Amount of the Notes together with (if any) a pre-determined coupon.</p> <p>If expressed to be applicable in the Final Terms, the amount payable upon early redemption (the "<b>Early Redemption Amount</b>") may be reduced by an amount determined by the Calculation Agent which is equal to the sums of the costs, expenses, tax and duties incurred by the relevant Issuer in connection with the early redemption.</p> <p><i>Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed at [par/their Redemption Amount of [ ] per Calculation Amount/an amount calculated in accordance with the performance structure[s] specified in Element C.10 below/an amount equal to the sum of the Base Redemption Amount of [ ] and the Additional Amount[s] calculated in accordance with the performance structure[s] specified in element C.10 below]. [The Notes may be redeemed prior to the scheduled Redemption Date at the option of the Issuer/Noteholders]/[The Notes are Autocallable]</i></p> <p><i>The Redemption Date is [ ]/The Notes are redeemable in Instalments on [ ].</i></p> |
|  | <p><b>Issue Price:</b> The issue price of each Tranche of Notes to be issued under the Programme will be determined by the relevant Issuer at the time of issuance in accordance with prevailing market conditions.</p> <p><i>The Issue Price of the Notes is: [ ].</i></p> <p><b>Yield:</b> The yield of each Tranche of Notes will be calculated on the basis of the relevant issue price at the relevant issue date. It is not an indication of future yield.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

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|      |                               | <p><i>Based upon the Issue Price of [ ], at the Issue Date the anticipated yield of the Notes is [ ] per cent. per annum.</i></p> <p><b>Representative of the Noteholders:</b> Not Applicable. There is no representative appointed to act on behalf of the Noteholders.</p> <p><b>Replacement of Reference Asset, early calculation of the Redemption Amount or the amendment to the Conditions:</b> Where applicable in accordance with the Conditions, the relevant Issuer may replace a Reference Asset, perform an early calculation of the Redemption Amount or make any amendment to the Conditions as the relevant Issuer deems necessary, if certain events occur, including market disruption, hedging disruption, a change in law or market practice, price corrections and other material developments affecting one or more of the underlying Reference Asset(s) or any hedging transaction entered into by one or more members of the Nordea Group in order to hedge the relevant Issuer's obligations in relation to the Notes.</p>                                                                                                                                                                                                                                                                                                                                                                        |
| C.10 | <b>Derivative Components:</b> | <p>The performance structures described below determine the manner in which the performance of the relevant Reference Asset(s) or Reference Entities affects the Redemption Amount and/or the Additional Amount in respect of the Notes. The relevant Issuer may elect to combine two or more performance structures in any issue of Notes:</p> <p><i>"Basket Long" structure:</i> the Additional Amount is equal to the Principal Amount of the Notes multiplied by (i) an amount that reflects the performance of the Basket (the <b>"Basket Return"</b>) and (ii) a ratio which is used to determine the holders' exposure to the performance of the respective Reference Assets (the <b>"Participation Ratio"</b>). The performance of a Reference Asset is determined by reference to the amount by which the final price (the <b>"Final Price"</b>) exceeds the initial price of the Reference Asset (the <b>"Reference Asset Return"</b>). The Final Price may be determined on the basis of an average value of the Reference Asset during the term of the Notes (i.e. there are several valuation points during the term, each a <b>"Valuation Date"</b>), but it may also be determined on the basis of a single valuation. The Reference Asset Return or Basket Return may also be subject to a floor which acts as a minimum level of performance, or a cap which acts as a maximum level of performance.</p> |
|      |                               | <p><i>"Basket Short" structure:</i> the Additional Amount is equal to the Principal Amount of the Notes multiplied by (i) the Basket Return and (ii) the Participation Ratio. If the performance of the Reference Assets within the Basket is positive, this will have a negative impact on the aggregate return generated by the Basket and, therefore, the return that is payable to Noteholders. If the performance of the Reference Assets within the Basket is negative, this will have a positive impact on the aggregate return generated by the Basket and, therefore, the return that is payable to Noteholders. The Reference Asset Return and/or Basket Return may also be subject to a cap or floor as described above.</p> <p>Unless otherwise specified, the "Basket Return" used in any of the other performance structures may be calculated either on the "Basket Long" or "Basket Short" basis, as specified in the relevant Final Terms.</p> <p><i>[The Basket Return is determined on the ["Basket Long"/"Basket Short"] basis/The Basket Return is Not Applicable]</i></p> <p><i>"Barrier outperformance" structure:</i> if the performance of the Basket exceeds a specified barrier level, the Additional Amount will be a pre-determined maximum Basket return. If the specified barrier level is not exceeded, the Additional Amount will be zero.</p>                                           |

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|  | <p><i>"Barrier underperformance" structure:</i> the performance of the Basket falls below a specified barrier level, the Additional Amount will be a pre-determined maximum Basket return. If the specified barrier level is not breached, the Additional Amount will be zero.</p> <p><i>"Best of/Worst of" Barrier Outperformance" Structure:</i> This is the same as the "Barrier Outperformance" Structure, save that the observation of the barrier level and the calculation of the Additional Amount will be determined by reference to the performance of the Nth best performing Reference Asset rather than the Basket as a whole. The Nth best performing Reference Asset will be the Reference Asset with the Nth highest Reference Asset Return, and "N" shall be the numerical value specified in the relevant Final Terms.</p> <p><i>"Best of/Worst of" Barrier Underperformance" Structure:</i> This is the same as the "Barrier Underperformance" Structure, save that the observation of the barrier level and the calculation of the Additional Amount will be determined by reference to the performance of the Nth best performing Reference Asset rather than the Basket as a whole.</p> <p><i>"Autocallable Structure – Long":</i> if the Basket Return is below a pre-determined risk barrier level on any relevant observation date (a "<b>Risk Barrier Observation Date</b>"), the Additional Amount will be calculated by multiplying the Principal Amount of the Notes by the Participation Ratio and the lower of the Basket Return and the pre-determined maximum basket return. If the Basket Return is not below the pre-determined risk barrier level on any Risk Barrier Observation Date, the Additional Amount will be equal to the Principal Amount of the Notes multiplied by the Participation Ratio 2 and the higher of (i) Basket Return and (ii) a pre-determined minimum basket return. A Coupon may also be payable (please refer to Element C.9 for details regarding the Coupon). The Notes will also be subject to early redemption if the return generated by the Basket exceeds the relevant call barrier level on any observation date.</p> |
|  | <p><i>"Autocallable Structure – Short":</i> this structure is similar to the "Autocallable Structure – Long", with the difference being that the positive performance of the Reference Assets within the Basket will have a negative impact on the return on the Notes.</p> <p><i>"Replacement Basket" structure:</i> the Additional Amount is calculated in a similar manner to the Basket Long structure, with the difference being that the returns generated by the best performing Reference Assets are replaced with a pre-determined value for the purposes of determining the overall performance of the Basket.</p> <p><i>"Locally Capped Basket" structure:</i> the Additional Amount is calculated in a similar manner to the Basket Long Structure or the Basket Short structure, with the difference being that the return generated by each Reference Asset is subject to a pre-determined maximum percentage value for the purposes of determining the overall performance of the Basket.</p> <p><i>"Rainbow Basket" structure:</i> the Additional Amount is calculated in a similar manner to the Basket Long or Basket Short structure, with the difference being that the weightings of each Reference Asset within the Basket are determined by reference to the relative performance of each Reference Asset. The returns of each Reference Asset are measured separately at maturity and ranked based on the relative performance. The weightings for each Reference Asset will correspond to the weightings set out against the relative ranking in the applicable Final Terms.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

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|  | <p><b>"Booster" structures:</b> Booster structures have an enhanced positive or negative return, based on the performance of the underlying Reference Asset(s). The investor's exposure to the performance of the Reference Assets may be increased or decreased through the application of different participation ratios. In a "Booster Long" Structure, the positive performance of the Reference Assets will have a positive effect on the return on the Notes. In a "Booster Short" Structure, the positive performance of the Reference Asset will have a negative effect on the return on the Notes.</p> <p><b>"Booster Risk Barrier Long" structure:</b> the Additional Amount will depend on the return generated by the Basket as compared to a pre-determined barrier level on any Valuation Date and the initial value of the Basket. If the Basket Return is at or above the initial basket level on the final Valuation Date, the Additional Amount will be calculated by multiplying the principal amount of the Notes by the Participation Ratio and the Basket Return on the final Valuation Date. If the Basket Return is at or above the barrier level on each Valuation Date but below the initial basket level on the final Valuation Date, the Additional Amount will be zero. If the Basket Return is below the barrier level on any Valuation Date and below the initial basket level on the final Valuation Date, the Additional Amount will be calculated by reference to the Basket Return and a different participation ratio, which may result in a Redemption Amount which is less than the Principal Amount. If the performance of a Reference Asset within the Basket is positive, this will have a positive impact on the overall return generated by the Basket. If the performance of a Reference Asset within the Basket is negative, this will have a negative impact on the overall return generated by the Basket and therefore on the Additional Amount.</p> |
|  | <p><b>"Booster Risk Barrier Short" structure:</b> the Additional Amount is calculated in a similar matter to the "Booster Risk Barrier Long" structure. The difference is that where the performance of the Basket is positive, this will have a negative impact on the Additional Amount. If the performance of the Basket is negative, this will have a positive impact on the Additional Amount.</p> <p><b><i>In respect of Notes issued on the basis of the terms and conditions of the contained in the base prospectus dated 20 December 2013, and the supplement to the base prospectus dated 14 February 2014 (the "December 2013 Conditions") which are incorporated by reference in this Base Prospectus, the Booster Risk Barrier structures shall be summarised as follows:</i></b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

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|  | <ul style="list-style-type: none"> <li>• <i>"Booster Risk Barrier Short"</i> structure: the Additional Amount will depend on the return generated by the Basket as compared to a pre-determined barrier level on any Valuation Date and the initial value of the Basket. If the sum of the Basket Return and 1 is at or above the initial basket level on any Valuation Date, the Additional Amount will be calculated by multiplying the principal amount of the Notes by the Participation Ratio and the Basket Return. If the sum of the Basket Return and 1 is at or above the barrier level on all Valuation Dates but below the initial basket level on any Valuation Date, the Additional Amount will be zero. If the sum of the Basket Return and 1 is below the barrier level on any Valuation Date and below the initial basket level on any Valuation Date, the Additional Amount will be calculated by reference to the Basket Return and a different participation ratio, which will result in a Redemption Amount which is less than the Principal Amount. If the performance of a Reference Asset within the Basket is positive, this will have a negative impact on the overall return generated by the Basket. If the performance of a Reference Asset within the Basket is negative, this will have a positive impact on the overall return generated by the Basket and therefore on the amount payable in respect of the redemption of the Notes.</li> <li>• <i>"Booster Risk Barrier Long"</i> structure: the Additional Amount is calculated in a similar matter to the "Booster Risk Barrier Short" structure. The difference is that where the performance of a Reference Asset within the Basket is positive, this will have a positive impact on the overall return generated by the Basket. If the performance of a Reference Asset within the Basket is negative, this will have a negative impact on the overall return generated by the Basket and therefore on the amount payable in respect of the redemption of the Notes.</li> </ul> <p><i>The Notes [are/are not] issued on the basis of the December 2013 Conditions</i></p> <p><i>"Twin Win" structure:</i> The Additional Amount is calculated in a manner similar to the Basket Long Structure – if the performance of the Basket is positive the Additional Amount will also be positive. If the performance of the Basket is negative but above a predetermined Barrier Level, then the Additional Amount will also be positive. If the performance of the Basket is negative but below the relevant Barrier Level, then the Additional Amount will also be negative and the Redemption Amount may therefore be less than the Principal Amount of the Notes.</p> |
|  | <p><i>"Bonus Booster Short" structure:</i> the Additional Amount is calculated in a similar manner to the "Booster Risk Barrier Short" structure, with the difference being that if the return generated by the Basket is not below the barrier level on the relevant Valuation Date(s), the Additional Amount will be the higher of (i) a pre-determined coupon level and (ii) an amount calculated by multiplying the Principal Amount of the Notes by the Participation Ratio and the Basket Return. The positive performance of the Reference Assets within the Basket will have a negative impact on the overall return generated by the Basket.</p> <p><i>"Bonus Booster Long" structure:</i> the Additional Amount is calculated in a similar manner to the "Bonus Booster Short" structure. The difference is that where the performance of the Reference Assets within the Basket is positive, this will have a positive impact on the overall return generated by the Basket. If the performance of the Reference Assets within the Basket is negative, this will have a negative impact on the overall return generated by the Basket.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

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|  | <p><i>"Cliquet" structure:</i> the Additional Amount will be based upon the accumulated sum of the relative percentage changes in the underlying Basket for a number of pre-determined valuation periods during the term of the Notes. The following features may also be used: (i) the relative changes in the underlying Basket can be locally capped/floored for each valuation period; (ii) the accumulated sum of the relative changes can be subject to a global cap/floor; and (iii) the product may have a lock-in feature which means that if the cumulative return on any valuation date has reached a pre-determined lock-in level, the additional return will be at least equal to the lock-in level.</p> <p><i>"Reverse Cliquet" structure:</i> this is very similar to the "Cliquet" structure but the additional return payable is calculated by subtracting the relative percentage changes in the underlying Basket (for a number of pre-determined valuation periods) from a pre-defined initial coupon.</p> <p><i>"Replacement Cliquet" structure:</i> this is very similar to the "Cliquet" structure, the difference being that the returns generated by a certain number of the best performing valuation periods are replaced by a pre-defined figure.</p> <p><i>"Reverse Replacement Cliquet" structure:</i> this is very similar to the "Reverse Cliquet" structure, the difference being that the returns generated by a certain number of the best performing valuation periods are replaced by a pre-defined figure.</p> <p><i>"Rainbow Replacement Cliquet" structure:</i> the performance of each individual Reference Asset is calculated on the same basis as the "Cliquet" structure. The difference here is that the weighting of each Reference Asset within the basket is determined after the performance of each Reference Asset is known, following the principle that the best performing underlying is given the highest weight and so forth.</p> <p><i>"Reverse Convertible" structure:</i> if the Basket Return is at or above the initial basket level, the Redemption Amount will be equal to the Principal Amount of the Notes. If the Basket Return is below the initial basket level, the Redemption Amount will be equal to the Principal Amount less an amount calculated by multiplying the Principal Amount by the Participation Ratio and the Basket Return, thereby producing a Redemption Amount which is less than the Principal Amount of the Notes. A positive performance of the Reference Assets within the Basket will have a positive effect on the overall return on the Notes, conversely the negative performance of the individual Reference Assets will have a negative effect on the overall return on the Notes.</p> |
|  | <p><i>"Reverse Convertible Risk Barrier" structure:</i> if the Basket Return is below the Barrier Level on any Valuation Date, and on the final Valuation Date the Basket Return is below the Initial Basket Level, the Redemption Amount will be calculated by multiplying the Principal Amount of the Notes by the Participation Ratio and the Basket Return and adding the resulting amount to the Principal Amount of the Notes (in this case the Redemption Amount will be less than the Principal Amount of the Notes). Otherwise the Redemption Amount will be equal to the Principal Amount of the Notes.</p> <p><i>"Best of/Worst of Reverse Convertible" structure:</i> the Redemption Amount is calculated in the same manner as the "Reverse Convertible Risk Barrier" structure, except that the possible negative payout is determined by reference to the performance of the Nth best performing Reference Asset (as opposed to the aggregate performance of the Basket).</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

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|  | <p><i>Up and In Option:</i> The Additional Amount is calculated as the product of the Participation Ratio, the Principal Amount of the Notes, and the difference between the final value of the Basket and the Basket Strike Level, <b>provided that</b> the Basket has, on every Valuation Date during the lifetime of the Notes, performed at or above the predefined Barrier Level. If the Barrier Level is not reached on any Valuation Date, the Additional Amount will equal zero and the Redemption Amount will equal the Principal Amount of the Notes.</p> <p><i>Up and Out Option:</i> The Additional Amount is calculated as the product of the Participation Ratio, the Principal Amount of the Notes, and the difference between the final value of the Basket and the Basket Strike Level, or, if higher, a pre-specified coupon level, <b>provided that</b> the Basket has, on every Valuation Date during the lifetime of the Notes, performed at or above the predefined Barrier Level. If the Barrier Level is not reached on any Valuation Date, the Additional Amount will equal zero and the Redemption Amount will equal the Principal Amount of the Notes.</p> <p><i>Down and Out Basket Option:</i> The Additional Amount is calculated as the product of the Participation Ratio, the Principal Amount of the Notes, and the difference between the final value of the Basket and the Basket Strike Level, if the Basket has not, on any Valuation Date during the lifetime of the Notes, performed at or below a predefined Barrier Level. This means that if the Barrier Level is exceeded on any Valuation Date, the Additional Amount is zero.</p> <p><i>Worst of Down and Out Basket Option:</i> This is the same as the Down and Out Basket Option Structure save that the Additional Amount is calculated by reference to the lowest performing Reference Asset rather than the Basket as a whole.</p> <p><i>Worst of Call Option:</i> The Worst of Call Option Structure gives the Holder an exposure to the worst performing Reference Asset in the Basket. The Additional Amount payable to the Holder will be the greater of zero, and the Reference Asset Return of the worst performing Reference Asset.</p> <p><i>Outperformance Option:</i> Whereas the Additional Amount in relation to a normal Basket structure is dependent on the absolute performance of Basket consisting of one or more Reference Assets, the pay out of an outperformance structure is dependent on the relative performance of two Baskets, not on the absolute performance of either Basket. The structure may compare either two "Basket Long" structures, two "Basket Short" structures or one "Basket Long" structure and one "Basket Short" structure.</p> |
|  | <p><i>"Non-Tranched CLN" and "Tranched CLN" structures:</i> the Redemption Amount and, if relevant, interest payments, are based on the weighted losses in the same or different portfolios of Reference Entities as a result of the occurrence of one or more Credit Events. For Tranched CLNs, the occurrence of a Credit Event may have no impact or a more proportional impact on the Redemption Amount and, if relevant, interest payments. The Tranche feature is used to determined the portion of losses to which a Holder will be exposed in the event of a Credit Event affecting one or more Reference Entities.</p> <p><i>"Nth to Default" and "Nth and Nth+1 to Default" structures:</i> the Redemption Amount and, if relevant, interest payments, are based on the number and the order of Credit Events in the same Reference Entity portfolio. For Nth to Default CLNs, while the occurrence of the N-1 Credit Events has no impact on the Redemption Amount and (if any) interest payments, the Nth Credit Event will have a more than proportional impact on these figures. Similarly, for the Nth and Nth+1 to Default CLNs, the impact of the Nth and Nth+1 Credit Events will have a more than proportional impact.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

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|  | <p><i>Option CLN:</i> the purpose of the structure is to provide exposure to the development of credit risk (i.e. the risk of Credit Events occurring) in a specific market, such as European or US investment grade entities, or high yield borrowers). The exposure is provided through the issuance of Notes which are linked to index CDS spreads (which represent the cost of buying protection against Credit Events affecting the entities comprising the relevant index). Using a single option payout, the Issuers may offer structures whereby the investor will benefit from a directional movement in credit spreads, e.g. either if credit spreads increase above a specified level or decrease below a specified level over the lifetime of the CLN. By combining two option payouts, the Issuers may offer structures where the investor would benefit both if credit spreads increase above a specified level and decrease below a specified level. The Issuers may also offer structures where the investor would benefit from a directional move in credit spreads, but where the potential benefit is limited. e.g. where the investor would benefit if credit spreads decrease down to a certain level, but where a further decrease below that level will not generate any incremental return. By combining three or four option payouts, the Issuers may offer additional structures.</p> <p><i>Digital Long:</i> If the Basket Return on the final Valuation Date exceeds the Basket Strike Level, the Additional Amount will be equal to the Principal Amount of the Notes multiplied by the Coupon. If the Basket Return does not exceed the Basket Strike Level on the final Valuation Date, the Additional Amount will be zero. The positive performance of the Reference Assets will have a positive effect on the return on the Notes.</p> <p><i>Digital Short:</i> If the Basket Return on the final Valuation Date is below the Basket Strike Level, the Additional Amount will be equal to the Principal Amount of the Notes multiplied by the Coupon. If the Basket Return on the final Valuation Date is equal to or above the Basket Strike Level, the Additional Amount will be zero. The positive performance of the Reference Assets will have a negative effect on the return on the Notes.</p> <p><i>"Best of/Worst" of digitals:</i> The Digital Long and Digital Short structures may also be combined with a "Best of/Worst of" feature, whereby the Additional Amount is calculated by reference to the performance of the N<sup>th</sup> best performing Reference Asset rather than the Basket as a whole.</p> |
|  | <p><i>Worst of Digital Memory Coupon 1:</i> The Worst of Digital Memory Coupon option is a dependent strip of worst of digital options. An Additional Amount equal to the Principal Amount of the Notes multiplied by the Coupon and N will be paid on the Redemption Date. N is the greatest Valuation Date number on which the Reference Asset Return of the worst performing Reference Asset within the Basket is greater than or equal to the relevant barrier level on each Valuation Date up to and including the then current Valuation Date (first valuation date = 1, second = 2 etc).</p> <p><i>"Series of Digitals":</i> the Redemption Amount is determined by the percentage of Reference Assets within the Basket that are above a pre-determined barrier level on each Valuation Date.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

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|  | <p><i>"Delta 1 Structure"</i>: the Redemption Amount will be equal to the redemption proceeds received by the relevant Issuer (or another entity within the Nordea Group) from unwinding a hedge position designed to replicate the risks and returns of a direct investment in the relevant Reference Assets; less (i) a structuring fee payable to the relevant Issuer and (ii) any applicable taxes. A Delta 1 Structure effectively replicates the gains or losses that an investor would realise through a direct holding of the relevant Reference Assets. If it is not possible for the hedging entity to redeem the Reference Assets before the scheduled maturity date or if the hedging entity determines that it will not receive the full amount of the redemption proceeds before the scheduled maturity date, a deferred redemption will occur and the relevant Issuer may make a partial redemption of the Notes as and when the relevant hedging party receives a material part of the redemption proceeds, or cancel the Notes without making any payment to the holders if the relevant Issuer determines that the redemption proceeds will not be received prior to the specified long-stop date.</p> <p><i>"Inflation Linker"</i>: the Redemption Amount will be the Principal Amount of the Notes, multiplied by the higher of a minimum redemption percentage (expressed as a percentage of the principal amount of the Notes) and the result obtained by dividing the Inflation Rate on the final Valuation Date by the Inflation Rate on the initial Valuation Date.</p> <p><i>"Barrier outperformance" structure 2</i>: if the Basket Return on any Valuation Date exceeds the Barrier Level, the Additional Amount will be calculated as the Principal Amount of the Notes multiplied by the Participation Ratio and multiplied by the higher of the Coupon and the Basket Return. If the sum or the Basket Return and 1 does not exceed the Barrier Level on any Valuation Date, the Additional Amount will be zero.</p> <p><i>"Barrier Underperformance" structure 2</i>: if the Basket Return on any Valuation Date falls below the Barrier Level, the Additional Amount will be calculated as the Principal Amount of the Notes multiplied by the Participation Ratio and multiplied by the higher of the Coupon and the Basket Return. If the Basket Return does not fall below the Barrier Level on any Valuation Date, the Additional Amount will be zero.</p> |
|  | <p><i>Target Volatility Structure</i>: If the Target Volatility Structure is applicable to the Notes, the deemed exposure to the underlying Reference Asset(s) or Basket (the "<b>Exposure</b>") is determined by comparing:</p> <ul style="list-style-type: none"> <li>(i) the short term historical volatility of the underlying Basket; and</li> <li>(ii) a target volatility level (the "<b>Target Volatility</b>"),</li> </ul> <p>subject to a pre-determined cap or floor.</p> <p>When the short-term historical volatility of the underlying Reference Asset(s) or Basket increases, the deemed Exposure to the underlying Reference Asset(s) or Basket decreases, and when the short-term historical volatility of the underlying Reference Asset(s) or Basket decreases, the deemed exposure to the underlying Reference Asset(s) or Basket increases.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

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|  | <p><i>Down and in Option:</i> A down and in option is a form of barrier option that generates a positive return only if the price of the underlying Reference Asset or Basket falls below a pre-determined barrier level during the lifetime of the Notes. The barrier level is set at a level below the prevailing price of the Reference Asset or Basket as at the issue date of the relevant Notes. If the value of the Reference Asset or Basket falls below the barrier level, the Additional Amount will be positive; if the value of the Reference Asset or Basket does not fall below the barrier level, the Additional Amount will be zero.</p> <p><i>Booster Risk Barrier 2:</i> The Booster Risk Barrier 2 structure is a combination of an "at the money" call option, and an "out of the money" put option. The strike price for the call option is set at the prevailing price of the Reference Asset or Basket as at the issue date of the relevant Notes. If the value of the Reference Assets or Basket exceeds a pre-determined barrier level, the Additional Amount will be calculated by multiplying the Principal Amount of the Notes by the Participation Ratio and by the Basket Return (calculated on the "Basket Long" basis described above). The strike price for the put option is set below the prevailing price of the Reference Asset or Basket at the issue date of the relevant Notes, and so if the value of the Reference Asset or Basket depreciates below the specified barrier level, the Additional Amount will be calculated by multiplying the Principal Amount of the Notes by the Participation Ratio 2 and the Basket Return (calculated on the "Basket Short" basis described above).</p> <p><i>Autocallable Rate Structure:</i> If the value of an underlying Reference Rate either out-performs or under-performs a pre-determined barrier level, as specified in the relevant Final Terms (the "<b>Autocall Condition</b>"), the Notes will be subject to early redemption. If the Autocall Condition is not satisfied prior to the final Valuation Date, the Notes will be redeemed on the Redemption Date.</p> <p><i>The applicable performance structure(s) is/are:</i> [ ].</p> <p>[The underlying Basket Return Structure is the Basket Long/Basket Short Structure]/[Not applicable]</p> <p><i>FX Components:</i> if FX components are applied to one or more performance structures set out above, the Basket Return or the Reference Asset Return may be adjusted by multiplying them by a factor which reflects the variation in one or more foreign exchange rates during the relevant time periods being measured or observed.</p> |
|  | <p>[The FX Component is applicable to the Basket Return/Reference Asset Return] [The FX Component is Not Applicable]</p> <p><i>Best of/Worst of Modifier:</i> if the Best Of/Worst Of Modifier is applied to one or more performance structures set out above, then the relevant observations, valuations and calculations of the Additional Amount shall be determined by reference to the performance of the Nth best performing Reference Asset, rather than the Basket as whole. N will be a pre-determined value that is specified in the Final Terms.</p> <p>[The Best of/Worst of Modifier is Applicable and the value of N is: [ ]/Not Applicable]</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

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|  |  | <p><i>Lookback Initial Price Modifier:</i> if the Lookback Initial Price Modifier is applicable to the Notes, the Additional Amount in relation to the Notes will be calculated by reference to either the highest or the lowest initial price (at the start of any Valuation Period) in respect of the relevant Basket or Reference Asset, as specified in the Final Terms.</p> <p><i>[The Lookback Initial Price Modifier is Applicable/Not Applicable]</i></p> <p><i>Lookback Final Price Modifier:</i> if the Lookback Final Price Modifier is applicable to the Notes, the Additional Amount in relation to the Notes will be calculated by reference to either the highest or the lowest Final Price (at the end of any Valuation Period) in respect of the relevant Basket or Reference Asset, as specified in the Final Terms.</p> <p><i>[The Lookback Final Price Modifier is Applicable/Not Applicable]</i></p> <p><i>Lock-in Modifier:</i> if the Lock-in Modifier is applicable to the Notes, the Basket Return shall be replaced by the Lock-in Basket Return for the purposes of calculating the Additional Amount in accordance with one or more of the foregoing performance structure(s). The "Lock-in Basket Return" will be the pre-determined percentage which corresponds to the highest lock in level which is reached or exceeded by the Basket Return on any Valuation Date.</p> <p><i>[The Lock-in Modifier is Applicable/Not Applicable]</i></p> <p><i>Combination of Structures:</i> the relevant Issuer may elect to combine one or more of the performance structures described above in relation to a particular issue of Notes. If "Addition" is specified in the Final Terms, the total Additional Amount payable will be equal to the sum of the various Additional Amounts that are applicable, multiplied in each case by a fraction which represents the overall share of the total return which the relevant Issuer intends each performance structure to contribute. If "Subtraction" is specified in the Final Terms, one Additional Amount will be subtracted from another. If "Alternative Calculation" is specified in the Final Terms, the applicable performance structure used to determine the Additional Amount will differ depending on whether or not the Basket Return on a particular Valuation Date has exceeded one or more pre-specified Barrier Levels, as set out in the relevant Final Terms.</p> <p><i>[Not Applicable/Combination of Structures is Applicable and the relevant Performance Structures are listed above. The method of combination is Addition/Subtraction/Alternative Calculation.]</i></p> |
|  |  | <p><i>Maximum Redemption Amount:</i> If a maximum Redemption Amount is applicable, the Redemption Amount will be the lesser of: (i) the amount calculated on the basis of one or more of the performance structures outlined above, and (ii) a pre-determined maximum redemption amount as specified in the Final Terms.</p> <p><i>Not Applicable/the Maximum Redemption Amount is [ ]</i></p> <p><i>"Minimum Redemption Amount":</i> if a minimum redemption amount is applicable, the Redemption Amount will be the greater of (i) the amount calculated in accordance with one of the performance structures outlined above and (ii) a pre-determined minimum redemption amount as specified in the Final Terms.</p> <p><i>Not Applicable/the Minimum Redemption Amount is [ ]</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

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|                            |                                                        | <p><i>"Inflation-Protected Principal":</i> if specified as applicable, the Redemption Amount determined in accordance with the performance structures and/or Additional Amount(s) outlined above will be multiplied by the performance of a specified inflation measure, such as the consumer price index, during the term of the Notes.</p> <p><i>Inflation-Protected Principal is Applicable/Not Applicable</i></p> <p><i>TOM Cumulative Strategy:</i> The TOM Cumulative Strategy replicates an investment in particular Reference Assets (the "<b>Risky Assets</b>") that is only made for a limited time period in each calendar month. At other times the Notes replicate an investment in a time deposit or other fixed income investment. The Final Terms will specify which days in any calendar month will be treated as an investment in the Risky Assets, and which days will be treated as an investment in a fixed income investment (the "<b>Non Risky Assets</b>"), for the purposes of calculating the overall Additional Amount payable in relation to the Notes.</p> <p>The performance of the Risky Assets only, or the performance of both the Risky Assets and the Non Risky Assets (as applicable), may also be averaged across a pre-specified number of calendar months leading up to the Redemption Date in respect of the Notes, in order to reduce the Notes' exposure to volatility in the performance of the underlying Reference Assets towards the end of the Notes' term.</p> <p><i>The TOM Cumulative Strategy is [Applicable/Not Applicable]</i></p> <p><i>Lock-in Basket Floor:</i> if the Lock-in Basket Floor is applicable to the Notes, then if the Basket Return exceeds the Barrier Level on any Valuation Date, the Basket Return will be replaced with the higher of the Basket Return and a pre-determined minimum Basket Return for the purposes of determining the Additional Amount in accordance with the relevant performance structure.</p> <p><i>The Lock-in Basket Floor is [Applicable/Not Applicable]</i></p> |
| <b>C.11</b><br><b>C.21</b> | <b>Listing and Trading:</b>                            | <p>Applications have been made for Notes to be admitted during the period of twelve months after the date hereof to listing on the official list and to trading on the regulated market of the Irish Stock Exchange. The Programme also permits Notes to be issued on the basis that they will not be admitted to listing, trading and/or quotation by any competent authority, stock exchange and/or quotation system or to be admitted to listing, trading and/or quotation by such other or further competent authorities, stock exchanges and/or quotation systems as may be agreed with the relevant Issuer.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|                            |                                                        | <p><i>The Notes are unlisted Notes/Application will be made for the Notes to be admitted to listing on [ ] and to trading on [ ] effective as of [ ].</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>C.15<sup>6</sup></b>    | <b>Value of the Notes and Value of the Underlying:</b> | <p>The value of the Notes will be determined by reference to the value of the underlying Reference Asset(s) and the performance structure(s) applicable to the Notes. Details on the various performance structures and the relationship between the value of the Notes and the value of the underlying in each case are set out in Element C.10.</p> <p><i>Details of the applicable performance structure(s) and the return on the Notes are set out in Element C.10.</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

<sup>6</sup> Elements c.15-20 (inclusive) should be deleted in the case of a straight debt issuance.

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|             |                                               | <p>The structure of the Notes may contain a Participation Ratio or other leverage or gearing factor which is used to determine the exposure to the respective Reference Asset(s), i.e. the proportion of the change in value which accrues to the investor in each individual Note. (The exposure to the relevant Reference Asset(s) may also be affected by the application of the Target Volatility Strategy, as described in element C.10 above). The Participation Ratio is set by the relevant Issuer and is determined by, among other things, the term, volatility, market interest rate and expected return on the Reference Asset.</p> <p><i>The [indicative] Participation Ratio is: [ ]</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>C.16</b> | <b>Exercise Date or Final Reference Date:</b> | <p>Subject to early redemption, the exercise date (or the final Redemption Date) will be the maturity date of the Notes.</p> <p><i>The maturity date of the Notes is: [ ]</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>C.17</b> | <b>Settlement Procedure:</b>                  | <p>The date(s) upon which the performance of a Reference Asset is measured or observed ("<b>Valuation Date(s)</b>" or the "<b>Observation Date(s)</b>") will be set out in the relevant Final Terms, and may consist of multiple dates ("<b>Averaging Dates</b>") on which the performance is observed and averaged for the purchase of calculating the return on the Notes.</p> <p><i>[The Valuation Date(s) [and the related Averaging Dates] are: [ ]]</i></p> <p><i>[The Observation Date(s) [and the related Averaging Dates] are: [ ]]</i></p> <p>Settlement of any Notes that are represented by a Global Note shall take place on the relevant redemption date and will be effected by the relevant Issuer paying the Redemption Amount (or Early Redemption Amount, if applicable) to the relevant Paying Agents for onward transmission to Euroclear and Clearstream, Luxembourg. Investors will receive their redemption monies through their accounts in Euroclear and Clearstream, Luxembourg in accordance with the standard settlement procedures of Euroclear and Clearstream, Luxembourg.</p> <p>In respect of Notes that are in definitive form, payment of the Redemption Amount (or Early Redemption Amount, if applicable) will be made against presentation and surrender of the individual Note at the specified office of any paying agent or registrar.</p> |
|             |                                               | <p>Settlement of VP Notes shall take place in accordance with the VP Rules, settlement of VPS Notes shall take place in accordance with the VPS Rules, settlement of Swedish Notes shall take place in accordance with the Euroclear Sweden Rules and settlement of Finnish Notes shall take place in accordance with the Euroclear Finland Rules.</p> <p><i>Settlement of the Notes shall take place: [ ]</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>C.18</b> | <b>The Return:</b>                            | <p>The return or Redemption Amount that is payable to investors will be determined by reference to the performance of the underlying Reference Assets/Entities within a particular interest structure or performance structure that is applicable to the Notes. Details on the various interest and performance structures are set out in elements C.9 and C.10.</p> <p><i>Details of the applicable interest and performance structure(s) and the return on the Notes are set out in Elements C.9 and C.10.</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

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| C.19                     | <b>Exercise Price or Final Reference Price:</b> | <p>The final reference price of the relevant Reference Asset(s) will have an impact on the Redemption Amount that is payable to investors. The final reference price will be determined on the applicable Valuation Date(s) set out in the relevant Final Terms.</p> <p><i>The final reference price of the Reference Assets will be calculated as the [closing price]/[average of the closing prices] as published by [•] on each of the [•], [•] and [•].</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| C.20                     | <b>Type of Underlying:</b>                      | <p>The underlying may constitute one or a combination of the following: equities, indices, reference entities, interest rates, funds, commodities or currencies.</p> <p><i>The type of underlying is: [ ].</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Section D - Risks</b> |                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| D.2                      | <b>Risks Specific to the Issuers:</b>           | <p>In purchasing Notes, investors assume the risk that the relevant Issuer may become insolvent or otherwise be unable to make all payments due in respect of the Notes. There is a wide range of factors which individually or together could result in the relevant Issuer becoming unable to make all payments due in respect of the Notes. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the relevant Issuer may not be aware of all relevant factors and certain factors which it currently deems not to be material may become material as a result of the occurrence of events outside the relevant Issuer's control. The Issuers have identified in the Base Prospectus a number of factors which could materially adversely affect its respective business and ability to make payments due under the Notes. These factors include:</p> <p><b><i>Risks relating to current macroeconomic conditions</i></b></p> <p>Risks related to the European economic crisis have had and, despite the recent period of moderate stabilisation, may continue to have, a negative impact on global economic activity and the financial markets. If these conditions continue to persist, or should there be any further turbulence in these or other markets, this could have a material adverse effect on the Nordea Group's ability to access capital and liquidity on financial terms acceptable to the Nordea Group.</p> |
|                          |                                                 | <p>Furthermore, the Nordea Group's performance is significantly influenced by the general economic condition in the countries in which it operates, in particular the Nordic markets (Denmark, Finland, Norway and Sweden). Negative economic developments and conditions in the markets in which it operates can adversely affect its business, financial condition and results of operations, and measures implemented by the Nordea Group might not be satisfactory to reduce any credit, market and liquidity risks.</p> <p><b><i>Risks relating to the Nordea Group's credit portfolio</i></b></p> <p>Adverse changes in the credit quality of the Nordea Group's borrowers and counterparties or a decrease in collateral values are likely to affect the recoverability and value of the Nordea Group's assets and require an increase in its individual provisions and potentially in collective provisions for impaired loans. A significant increase in the size of the Nordea Group's allowance for loan losses and loan losses not covered by allowances would have a material adverse effect on the Nordea Group's business, financial condition and results of operations.</p> <p>The Nordea Group is exposed to counterparty credit risk, settlement risk and transfer risk on transactions executed in the financial services industry and its transactions in financial instruments. If counterparties default on their</p>                                          |

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|  | <p>obligations, this could have a material adverse effect on the Nordea Group's business, financial condition and results of operations.</p> <p><b><i>Risks relating to market exposure</i></b></p> <p>The value of financial instruments held by Nordea Group are sensitive to volatility of and correlations between various market variables, including interest rates, credit spreads, equity prices and foreign exchange rates. Write-downs or realise impairment charges may have a material adverse effect on the Nordea Group's business, financial condition and results of operations, while the performance of financial markets and volatile market conditions could result in a significant decline in the Nordea Group's trading and investment income, or result in a trading loss.</p> <p><b><i>The Nordea Group is exposed to structural market risk</i></b></p> <p>The Nordea Group is exposed to structural interest income risk when there is a mismatch between the interest rate re-pricing periods, volumes or reference rates of its assets, liabilities and derivatives. It is also exposed to currency translation risk primarily as a result of its Swedish and Norwegian banking businesses, as it prepares its consolidated financial statements in its functional currency, the euro. Any mismatch in any given period in the event of changes in interest rates, or failure to successfully hedge currency risk exposure, could have a material adverse effect on the Nordea Group's financial condition and results of operations.</p> <p><b><i>Risks relating to liquidity and capital requirements</i></b></p> <p>A substantial part of the Nordea Group's liquidity and funding requirements is met through reliance on customer deposits, as well as ongoing access to wholesale lending markets, including issuance of long-term debt market instruments such as covered bonds. Turbulence in the global financial markets and economy may adversely affect the Nordea Group's liquidity and the willingness of certain counterparties and customers to do business with the Nordea Group.</p> |
|  | <p>The Nordea Group's business performance could be affected if the capital adequacy ratios it is required to maintain under the legislative package comprising Directive 2013/36/EU, Regulation (EU) No. 575/2013 and any regulatory capital rules or regulations, or other requirements, which are applicable to the Issuers or the Nordea Group and which prescribe (alone or in conjunction with any other rules or regulations) the requirements to be fulfilled by financial instruments for their inclusion in the regulatory capital of the Issuers or the Nordea Group (on a solo or consolidated basis, as the case may be) to the extent required by Directive 2013/36/EU or Regulation (EU) No. 575/2013, including for the avoidance of doubt any regulatory technical standards released by the European Banking Authority (or any successor or replacement thereof) ("CRD IV") are reduced or perceived to be inadequate.</p> <p>The Nordea Group's funding costs and its access to the debt capital markets depend significantly on its credit ratings. A reduction in credit ratings could adversely affect the Nordea Group's access to liquidity and its competitive position, and therefore, have a material adverse effect on its business, financial condition and results of operations.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

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|  | <p><b><i>Other risks relating to the Nordea Group's business</i></b></p> <p>The Nordea Group's business operations are dependent on the ability to process a large number of complex transactions across different markets in many currencies and operations are carried out through a number of entities. Although the Nordea Group has implemented risk controls and taken other actions to mitigate exposures and/or losses, there can be no assurances that such procedures will be effective in controlling each of the operational risks faced by the Nordea Group, or that the Nordea Group's reputation will not be damaged by the occurrence of any operational risks.</p> <p>The Nordea Group's operations in Russia and the Baltic countries which are typically more volatile and less developed economically and politically than markets in Western Europe and North America – present various risks that do not apply, or apply to a lesser degree, to its businesses in the Nordic markets. Additionally, some of these markets are typically more volatile and less developed economically and politically than markets in Western Europe and North America.</p> <p>The Nordea Group's performance is, to a large extent, dependent on the talents and efforts of highly skilled individuals, and the continued ability of the Nordea Group to compete effectively and implement its strategy depends on its ability to attract new employees and retain and motivate existing employees. New regulatory restrictions, such as the recently introduced limits on certain types of remuneration paid by credit institutions and investment firms set forth in CRD IV, could adversely affect the Nordea Group's ability to attract new employees and retain and motivate existing employees. Any loss of the services of key employees, particularly to competitors, or the inability to attract and retain highly skilled personnel in the future could have an adverse effect on the Nordea Group's business.</p> <p>There is competition for the types of banking and other products and services that the Nordea Group provides and there can be no assurances that the Nordea Group can maintain its competitive position.</p> |
|  | <p><b><i>Risks relating to the legal and regulatory environments in which the Nordea Group operates</i></b></p> <p>The Nordea Group is subject to substantial regulation and oversight by a number of different regulators as well as laws and regulations, administrative actions and policies in each of the jurisdictions in which it operates, all of which are subject to change, and compliance with which may from time to time require significant costs.</p> <p>The Nordea Group may incur substantial costs in monitoring and complying with new capital adequacy and recovery and resolution framework requirements, which may also impact existing business models. In addition, there can also be no assurances that breaches of legislation or regulations by the Nordea Group will not occur and, to the extent that such a breach does occur, that significant liability or penalties will not be incurred.</p> <p>In the ordinary course of its business, the Nordea Group is subject to regulatory oversight and liability risk and is involved in a variety of claims, disputes, legal proceedings and governmental investigations in jurisdictions where it is active. These types of claims and proceedings expose the Nordea Group to monetary damages, direct or indirect costs (including legal costs), direct or indirect financial loss, civil and criminal penalties, loss of licences or authorisations, or loss of reputation, as well as the potential for regulatory restrictions on its businesses.</p> <p>The Nordea Group's activities are subject to tax at various rates around the world computed in accordance with local legislation and practice.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

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|            |                                     | Legislative changes or decisions by tax authorities may impair the present or previous tax position of the Nordea Group.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>D.3</b> | <b>Risks Specific to the Notes:</b> | <p>There are also risks related to any issue of Notes under the Programme and specific types of Notes, which prospective investors should carefully consider and make sure they understand prior to making any investment decision with respect to the Notes, including:</p> <ul style="list-style-type: none"> <li>• <i>Complexity of the product</i> – the performance structure for structured Notes is sometimes complex and may contain mathematical formulae or relationships which, for an investor, may be difficult to understand and compare with other investment alternatives. In addition, the relationship between yield and risk may be difficult to assess.</li> <li>• <i>Notes which are not principal protected</i> – Notes that are not principal protected may be issued under the Programme. If the Note is not principal protected, there is no guarantee that the return that an investor receives on the Notes upon their redemption will be greater than or equal to the principal amount.</li> <li>• <i>Pricing of structured Notes</i> – the pricing of structured notes is normally decided by the relevant Issuer rather than being determined on the basis of negotiated terms. There may, therefore, be a conflict of interest between the relevant Issuer and the investors, to the extent that the relevant Issuer is able to influence pricing and is looking to make a gain or avoid a loss in relation to the underlying Reference Assets. The relevant Issuer does not have a fiduciary duty to act in the best interests of Noteholders.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|            |                                     | <ul style="list-style-type: none"> <li>• <i>Performance of the Reference Assets</i> – with structured Notes, the Noteholder's right to yield and sometimes the repayment of principal depends on the performance of one or more Reference Assets and the applicable performance structure. The value of a structured Note will be affected by the value of the Reference Assets at specific points during the term of the relevant Notes, the intensity of the price fluctuations of the Reference Asset(s), expectations regarding future volatility, market interests rates and expected distributions on the Reference Asset(s).</li> <li>• <i>Currency fluctuations.</i> Foreign exchange rates may be affected by complex political and economic factors, including relative rates of inflation, interest rate levels, the balance of payments between countries, the extent of any governmental surplus or deficit and the monetary, fiscal and/or trade policies pursued by the governments of the relevant currencies. Currency fluctuations may affect the value or level of the Reference Assets in complex ways. If such currency fluctuations cause the value or level of the Reference Assets to vary, the value or level of the Notes may fall. If the value or level of one or more Reference Asset(s) is denominated in a currency that is different from the currency of the Notes, investors in the Notes may be subject to increased foreign exchange risk. Previous foreign exchange rates are not necessarily indicative of future foreign exchange rates.</li> <li>• <i>Equities as Reference Assets</i> – equity-linked Notes are not sponsored or promoted by the issuer of the equities. The equity issuer does not, therefore, have an obligation to take into account the interests of the investors in the Notes and so the actions of such equity issuer could adversely affect the market value of the Notes. The investor in the Notes is not entitled to receive any dividend payments or other distributions to which a direct holder of the underlying equities would otherwise be</li> </ul> |

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|  |  | entitled.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|  |  | <ul style="list-style-type: none"> <li>• <i>Indices as Reference Assets</i> – Notes that reference indices as Reference Assets may receive a lower payment upon redemption of such Notes than an investor would have received if he or she had invested directly in the equities/assets that comprise the index. The sponsor of any index can add, delete, substitute components or make methodological changes that could affect the level of such index and hence the return that is payable to investors in the Notes. The Nordea Group may also participate in creating, structuring and maintaining index portfolios or strategies and for which it may act as index sponsor (collectively, "<b>Proprietary Indices</b>"). The Issuers may therefore face conflicts of interest between their obligations as the Issuer of such Notes and their role (or the role of their affiliates) as the composers, promoters, designers or administrators of such indices.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|  |  | <ul style="list-style-type: none"> <li>• <i>Commodities as Reference Assets</i> – trading in commodities is speculative and may be extremely volatile as commodity prices are affected by factors that are unpredictable, such as changes in supply and demand relationships, weather patterns and government policies. Commodity contracts may also be traded directly between market participants "over-the-counter" in trading facilities that are subject to minimal or no substantive regulation. This increases the risks relating to the liquidity and price histories of the relevant contracts. Notes that are linked to commodity future contracts may provide a different return than Notes linked to the relevant physical commodity, as the price of a futures contract on a commodity will generally be at a premium or at a discount to the spot price of the underlying commodity.</li> <li>• <i>Exposure to a basket of Reference Assets</i> – where the underlying is to one or more baskets of Reference Assets, the investors bear the risk of the performance of each of the basket constituents. Where there is a high level of interdependence between the individual basket constituents, any move in the performance of the basket constituents will exaggerate the performance of the Notes. Moreover, a small basket or an unequally weighted basket will generally leave the basket more vulnerable to changes in the value of any particular basket constituent. Any calculation or value that involves a basket with "best of" or "worst of" features may produce results that are very different to those that take into account the performance of the basket as a whole.</li> <li>• <i>Credit-Linked Notes</i> – an investment in credit-linked Notes entails exposure to the credit risk of a particular Reference Entity or basket of Reference Entities in addition to that of the relevant Issuer. A fall in the creditworthiness of a Reference Entity can have a significant adverse impact on the market value of the related Notes and any payments of principal/interest due. Upon the occurrence of a Credit Event, the relevant Issuer's obligation to pay principal may be replaced by an obligation to pay other amounts calculated by reference to the value of the Reference Entity. As none of the Reference Entities contributed to the preparation of the Base Prospectus, there can be no assurance that all material events or information regarding the financial performance and creditworthiness of Reference Entities have been disclosed at the time the Notes are issued.</li> <li>• <i>Automatic early redemption</i> – certain types of Notes will be automatically redeemed prior to their scheduled maturity date if certain conditions are met. In some circumstances, this may result in a loss of</li> </ul> |

|                          |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|--------------------------|---------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                          |                                                   | <p>part or all an investor's investment.</p> <ul style="list-style-type: none"> <li>• <i>Notes subject to optional redemption by the Issuer</i> – an optional redemption feature is likely to limit the market value of the Notes.</li> <li>• <i>Notes issued at a substantial discount or premium</i> – the market value of Notes of this type tends to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities.</li> </ul> <p>There are also certain risks relating to the Notes generally, such as modification and waivers, the risk of withholding pursuant to the EU Savings Directive and change of law.</p>                                                                                            |
| <b>D.6</b>               | <b>Risk Warning:</b> <sup>7</sup>                 | An investment in relatively complex securities such as the Notes involves a greater degree of risk than investing in less complex securities. In particular, in some cases, investors may stand to lose the value of their entire investment or part of it, as the case may be.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Section E - Offer</b> |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>E.2b</b>              | <b>Reasons for the Offer and Use of Proceeds:</b> | <p>Unless otherwise specified, the net proceeds of any issue of Notes will be used for the general banking and other corporate purposes of the Issuers and the Nordea Group.</p> <p><i>[The net proceeds of the issue will be used for: [ ]]</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>E.3</b>               | <b>Terms and Conditions of the Offer:</b>         | <p>Any investor intending to acquire or acquiring any Notes from an Authorised Offeror will do so, and offers and sales of the Notes to an investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocation and settlement arrangements. <i>Not applicable; the Notes are issued in denominations of at least €100,000 (or its equivalent in any other currency)./A Public Offer of the Notes will take place in the Public Offer Jurisdiction(s) during the Offer Period. [Summarise details of the Public Offer included in the "Distribution–Public Offer" and "Terms and Conditions of the Offer" items in Part B of the Final Terms.]</i></p> |
| <b>E.4</b>               | <b>Interests Material to the Issue:</b>           | <p>Dealers or Authorised Offerors may be paid fees in relation to the issue of the Notes under the Programme.</p> <p><i>So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer./[ ].</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>E.7</b>               | <b>Estimated Expenses:</b>                        | <p>It is not anticipated that the relevant Issuer will charge any expenses to investors in connection with any issue of Notes. Other Authorised Offerors may, however, charge expenses to investors. Any expenses chargeable by an Authorised Offeror to an investor shall be charged in accordance with any contractual arrangements agreed between the Investor and such Authorised Offeror at the time of the relevant offer. Such expenses (if any) will be determined on a case by case basis.</p> <p><i>No expenses are being charged to an investor in the Notes by the Issuer [or any Authorised Offeror]./The Authorised Offeror(s) will charge expenses to investors. The estimated expenses chargeable to investors by the Authorised Offeror(s) are [ ].</i></p>       |

<sup>7</sup> To be deleted in the case of a straight debt issuance.

*Denna sammanfattning är en inofficiell översättning av den sammanfattning som återfinns omedelbart före detta avsnitt och investerare skall läsa och ta till sig den engelska versionen av sammanfattningen då denna kan avvika från den svenska översättningen.*

## SAMMANFATTNING AV GRUNDPROSPEKTET

Sammanfattningar består av informationskrav vilka redogörs för i ett antal punkter. Punkterna är numrerade i avsnitt A–E (A.1–E.7).

Denna sammanfattning innehåller alla de punkter som krävs i en sammanfattning för aktuella typer av värdepapper och emittenter. Eftersom vissa punkter inte är tillämpliga för denna typ av värdepapper och emittenter, kan det finnas luckor i punkternas numrering.

Även om det krävs att en punkt inkluderas i en sammanfattning för aktuella typer av värdepapper och för den relevanta emittenten, är det möjligt att ingen relevant information kan ges rörande punkten. Informationen har då ersatts med angivelsen ”Ej tillämpligt”.

Särskilt punkter i kursiv stil betecknar utrymmen för att färdigställa den emissionsspecifika sammanfattningen för en Tranch av Lån för vilka en sådan emissionsspecifik sammanfattning ska förberedas.

Ord och uttryck som definieras i avsnitten som kallas ”Allmänna Villkor” eller på andra ställen i detta Grundprospekt har samma betydelse i denna sammanfattning.

|     |                  | Avsnitt A – Inledning och varningar                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-----|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A.1 | <b>Inledning</b> | Denna sammanfattning ska läsas som en inledning till detta Grundprospekt och varje beslut om att en placering i dessa Lån ska baseras på en bedömning av Grundprospektet i dess helhet av investeraren. Om ett yrkande gällande informationen i detta Grundprospekt framförs inför domstol i en Medlemsstat i det Europeiska Ekonomiska Samarbetsområdet kan käranden enligt den nationella lagstiftningen i Medlemsstaterna bli skyldig att stå för kostnaderna för att översätta Grundprospektet innan de rättsliga förfarandena inleds. Inget civilrättsligt ansvar kommer kunna göras gällande mot Emittenterna i någon sådan Medlemsstat enbart på grund av denna sammanfattning, inklusive alla översättningar av den, såvida den inte är vilseledande, felaktig eller oförenlig när den läses tillsammans med de andra avsnitten av detta Grundprospekt eller om den inte innehåller, när den läses tillsammans med de andra avsnitten i detta Grundprospekt, relevant information för att hjälpa investerare att fatta beslut om att investera i Lånen. |
| A.2 | <b>Samtycke:</b> | Vissa Trancher av Lån med valörer om mindre än € 100 000 (eller ett motsvarande värde i någon annan valuta) kan komma att erbjudas under omständigheter där det inte finns något undantag från förpliktelsen enligt Prospektdirektivet att publicera ett prospekt. Alla sådana erbjudanden kallas ett <b>”Erbjudande till Allmänheten”</b> .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

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|-------------|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|             |                                              | <p>Ej tillämpligt; Lånen upptas i valörer om minst € 100 000 (eller ett motsvarande värde i annan valuta)./Emittenten samtycker till användning av detta Grundprospekt i samband med ett Erbjudanden till Allmänheten av Lånen av en finansiell mellanhand som är behörig att lämna sådana erbjudanden enligt direktivet om Marknader för Finansiella Instrument (direktiv 2004/39/EG) (en "<b>Behörig Säljare</b>") på följande förutsättningar: (a) det relevanta Erbjudandet till Allmänheten måste inträffa under perioden från och med [•] till men inte inklusive [ ] ("<b>Erbjudandeperioden</b>") i [•] [och [•]] ("<b>Erbjudanden till Allmänheten - Jurisdiktioner</b>") och (b) den relevanta Behöriga Säljaren måste ha godkänt Villkoren för Behöriga Säljare [och uppfylla följande ytterligare villkor: [•]]./Emittenten samtycker till användning av detta Grundprospekt i samband med ett Erbjudande till Allmänheten av Lånen av [•] (en "<b>Behörig Säljare</b>") på följande förutsättningar: (a) det relevanta Erbjudandet till Allmänheten måste inträffa under perioden från och med [•]] till men inte inklusive [ ] ("<b>Erbjudandeperioden</b>") i [•] [och [•]] ("<b>Erbjudanden till Allmänheten - Jurisdiktioner</b>") och (b) den relevanta Behöriga Säljaren måste ha godkänt Villkoren för Behöriga Säljare [och uppfylla följande ytterligare villkor: [•]].</p> <p><b>Behöriga Säljare kommer lämna information till en Investerares i enlighet med villkoren för Erbjudandet till Allmänheten för de relevanta Lånen vid tidpunkten för när ett sådant Erbjudande till Allmänheten lämnas från den Behöriga Säljaren till Investerares.</b></p> |
|             | <b>Avsnitt B – Emittenter</b>                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>B.1</b>  | <b>Registrerad firma för Emittenterna:</b>   | Nordea Bank AB (publ)<br>Nordea Bank Finland Plc                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|             | <b>Handelsbeteckning för Emittenterna:</b>   | Nordea                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>B.2</b>  | <b>Säte och bolagsform för Emittenterna:</b> | <p>NBAB är ett publikt aktiebolag med organisationsnummer 516406-0120. Sätet är i Stockholm på följande adress: Smålandsgatan 17, 105 71 Stockholm. Den huvudsakliga lagstiftningen som reglerar NBAB:s verksamhet är aktiebolagslagen och lagen om bank- och finansieringsrörelse.</p> <p>NBF är ett aktiebolag enligt den finska aktiebolagslagen. NBF är registrerat i handelsregistret med registreringsnummer 1680235-8. NBF har sitt säte i Helsingfors på följande adress: Aleksanterinkatu 36 B, SF-00100 Helsingfors, Finland. Den huvudsakliga lagstiftningen som reglerar NBF:s verksamhet är den finska aktiebolagslagen och den finska lagen om affärsbanker och andra kreditinstitut i aktiebolagsform.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>B.4b</b> | <b>Kända trender:</b>                        | Ej tillämpligt. Det finns inte några tydliga trender som påverkar Emittenterna eller de marknader de verkar på.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

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|-------------|----------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>B.5</b>  | <b>Koncern-<br/>beskrivning:</b>                                     | <p>NBAB är moderbolaget i Nordea-koncernen. Nordea-koncernen är en stor koncern som erbjuder finansiella tjänster på den nordiska marknaden (Danmark, Finland, Norge och Sverige), med ytterligare verksamhet i Ryssland, de baltiska länderna och Luxemburg, samt filialer på ett antal andra internationella platser. NBAB:s tre största dotterbolag är Nordea Bank Danmark A/S i Danmark, NBF i Finland och Nordea Bank Norge ASA i Norge. Nordea-koncernens organisationsstruktur är byggd kring tre huvudaffärsområden: Retail Banking, Wholesale Banking och Wealth Management. Utöver dessa affärsområden finns Group Corporate Centre och Group Risk Management som är de andra centrala delarna av Nordea-koncernens organisation. Retail Banking ansvarar för kundförhållanden med privatpersoner liksom större, mellanstora och små företag inom Norden och Baltikum. Wholesale Banking ansvarar för finansiella tjänster till Nordea-koncernens största företagskunder och institutionella kunder. Wealth Management tillhandahåller produkter och tjänster inom investeringsrådgivning, sparande och riskhantering, samt hanterar Nordea-koncernens kunders tillgångar och tillhandahåller tjänster inom förmögenhetsförvaltning och lämnar investeringsråd till institutionella investerare och förmögna privatpersoner.</p> <p>Per 30 september 2014 uppgick Nordea-koncernens totala tillgångar till totalt EUR 669 miljarder och primärkapitalet uppgick till EUR 25,5 miljarder. Per samma datum var Nordea-koncernen den största kapitalförvaltaren med bas i Norden med EUR 254,5 miljarder i förvaltade tillgångar.</p> |
| <b>B.9</b>  | <b>Resultat-<br/>prognoser och<br/>resultat-<br/>uppskattningar:</b> | Ej tillämpligt. Emittenterna gör inte någon resultatprognos eller resultatuppskattning i Grundprospektet.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>B.10</b> | <b>Eventuella<br/>anmärkningar i<br/>revisionsberättel-<br/>sen:</b> | Ej tillämpligt. Det finns inte några anmärkningar för Emittenterna i deras revisionsberättelser.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>B.12</b> | <b>Utvald central<br/>finansiell<br/>information:</b>                | Tabellerna nedan visar viss utvald finansiell information i sammandrag som, utan väsentliga ändringar har hämtats från och måste läsas tillsammans med Emittenternas respektive reviderade konsoliderade årsredovisningar för det år som slutar den 31 december 2013 och revisionsberättelserna och noterna till dessa och deras oreviderade konsoliderade delårsrapporter för det år som slutar den 31 december 2014 <sup>8</sup> (för NBAB) respektive sexmånadersperioden som slutar den 30 juni 2014 (för NBF) som finns bilagda till detta Tilläggsprospekt och Grundprospektet samt noterna till dessa.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

<sup>8</sup> Genom Tilläggsprospektet daterat den 11 februari 2015 har utvald central oreviderad information för NBAB för året som slutar den 31 december 2014 inkluderats och information för de nio månaderna fram till den 30 september 2014 tagits bort. Det har förtydligats att revisionsberättelserna endast relaterar till Emittenternas reviderade konsoliderade årsredovisningar för det år som slutar den 31 december 2013.

## NBAB – utvald central finansiell information:

|                                                                                                                     | Årsslut per den 31 december |         |         |
|---------------------------------------------------------------------------------------------------------------------|-----------------------------|---------|---------|
|                                                                                                                     | 2014                        | 2013    | 2012    |
| (Miljoner EUR)                                                                                                      |                             |         |         |
| <b>Resultaträkning</b>                                                                                              |                             |         |         |
| Summa rörelseintäkter                                                                                               | 10 224                      | 9 891   | 9 998   |
| Kreditförluster                                                                                                     | -534                        | -735    | -895    |
| Årets resultat                                                                                                      | 3 332                       | 3 116   | 3 126   |
| <b>Balansräkning</b>                                                                                                |                             |         |         |
| Summa tillgångar                                                                                                    | 669 342                     | 630 434 | 668 178 |
| Summa skulder                                                                                                       | 639 505                     | 601 225 | 640 173 |
| Summa eget kapital                                                                                                  | 29 837                      | 29 209  | 28 005  |
| Summa skulder och eget kapital                                                                                      | 669 342                     | 630 434 | 668 178 |
| <b>Kassaflödesanalys</b>                                                                                            |                             |         |         |
| Kassaflöde från den löpande verksamheten före förändringar av den löpande verksamhetens tillgångar och skulder..... |                             |         |         |
|                                                                                                                     | 11 456                      | 7 607   | 6 633   |
| Kassaflöde från den löpande verksamheten .....                                                                      | -10 842                     | 6 315   | 19 754  |
| Kassaflöde från investeringsverksamheten .....                                                                      | 3 254                       | 572     | 774     |
| Kassaflöde från finansieringsverksamheten .....                                                                     | -1 040                      | -1 927  | -170    |
| Årets kassaflöde.....                                                                                               | -8 610                      | 4 960   | 20 358  |
| Förändring.....                                                                                                     | -8 610                      | 4 960   | 20 358  |

## NBF – utvald central finansiell information:

|                                                                                                                   | Årsslut per<br>31 december |         | Sex månader per<br>30 juni |         |
|-------------------------------------------------------------------------------------------------------------------|----------------------------|---------|----------------------------|---------|
|                                                                                                                   | 2013                       | 2012    | 2014                       | 2013    |
| (Miljoner EUR)                                                                                                    |                            |         |                            |         |
| <b>Resultaträkning</b>                                                                                            |                            |         |                            |         |
| Summa rörelseintäkter .....                                                                                       | 2 224                      | 2 824   | 1 219                      | 1 122   |
| Periodens resultat.....                                                                                           | 828                        | 1 181   | 506                        | 418     |
| <b>Balansräkning</b>                                                                                              |                            |         |                            |         |
| Summa tillgångar.....                                                                                             | 304 761                    | 335 461 | 317 523                    | 306 598 |
| Summa skulder .....                                                                                               | 295 247                    | 326 244 | 308 308                    | 297 553 |
| Summa eget kapital .....                                                                                          | 9 514                      | 9 217   | 9 215                      | 9 045   |
| Summa skulder och eget kapital.....                                                                               | 304 761                    | 335 461 | 317 523                    | 306 598 |
| <b>Kassaflödesanalys</b>                                                                                          |                            |         |                            |         |
| Kassaflöde från den löpande verksamheten före förändring av den löpande verksamhetens tillgångar och skulder..... |                            |         |                            |         |
|                                                                                                                   | 1 489                      | -440    | 1 217                      | 1 023   |
| Kassaflöde från den löpande verksamheten .....                                                                    | 5 686                      | 18 719  | -10 857                    | -164    |
| Kassaflöde från investeringsverksamheten.....                                                                     | 85                         | 333     | 1 603                      | -2      |
| Kassaflöde från finansieringsverksamheten .....                                                                   | -615                       | -3 526  | -767                       | -678    |
| Periodens kassaflöde.....                                                                                         | 5 156                      | 15 526  | -10 021                    | -844    |
| Förändring.....                                                                                                   | 5 156                      | 15 526  | -10 021                    | -844    |

Det har inte inträffat några väsentliga negativa förändringar i den normala affärsverksamheten eller i utsikterna eller i tillståndet för NBAB eller NBF sedan den 31 december 2013, vilket är datumet för deras senast publicerade reviderade årsredovisning.

|             |                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-------------|-----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|             |                                                                                         | Det har inte inträffat någon betydande förändring av NBAB:s eller NBF:s handels- eller finansiella position sedan den 31 december 2014 <sup>9</sup> (för NBAB) respektive 30 juni 2014 (för NBF), vilket är datumen för deras senaste publicerade delårsrapporter.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>B.13</b> | <b>Nyligen inträffade händelser:</b>                                                    | Ej tillämpligt för någon av Emittenterna. Det har inte förekommit några särskilda händelser för någon av Emittenterna som väsentligen påverkar bedömningen av respektive Emittents solvens sedan datumet för publiceringen av respektive Emittents reviderade årsredovisning och oreviderade rapporter.                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>B.14</b> | <b>Koncernberoende:</b>                                                                 | Ej tillämpligt. Vare sig NBAB eller NBF är beroende av andra enheter inom Nordea-koncernen.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>B.15</b> | <b>Emittenternas huvudsakliga verksamhet:</b>                                           | Nordea-koncernens organisationsstruktur är byggd kring tre huvudaffärsområden: Retail Banking, Wholesale Banking och Wealth Management. Utöver dessa affärsområden finns Group Corporate Centre och Group Risk Management som är de andra centrala delarna av Nordea-koncernens organisation.<br><br>NBAB utför bankverksamhet i Sverige inom ramen för Nordea-koncernens affärsorganisation. NBAB utvecklar och marknadsför finansiella produkter och tjänster till privatkunder, företagskunder och den offentliga sektorn.<br><br>NBF utför bankverksamhet i Finland som en del av Nordea-koncernen och dess verksamhet är helt integrerad i Nordea-koncernens verksamhet. NBF har tillstånd att bedriva bankverksamhet enligt den finska kreditinstitutionslagen. |
| <b>B.16</b> | <b>Personer med direkt eller indirekt ägande/kontroll:</b>                              | Ej tillämpligt. Såvitt NBAB känner till är inte Nordea-koncernen direkt eller indirekt ägd eller kontrollerad av någon enstaka person eller grupp av personer som agerar tillsammans. NBF är ett helägt dotterbolag till NBAB.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>B.17</b> | <b>Kreditvärdighetsbetyg som har tilldelats Emittenten eller dess skuld-instrument:</b> | Per datumet för detta Grundprospekt är kreditvärderingen för långfristig skuld för var och en av Emittenterna följande:<br><br>Moody's Investors Service Limited: Aa3 <sup>10</sup><br><br>Standard & Poor's Credit Market Services Europe Limited: AA- <sup>11</sup><br><br>Fitch Ratings Limited: AA-<br><br>DBRS Ratings Limited: AA<br><br>Emittenternas kreditvärderingar återger inte alltid risken som är förknippad med enskilda Lån under Programmet.<br><br><i>Lånen som ska emitteras har inte kreditvärderats.</i>                                                                                                                                                                                                                                        |

<sup>9</sup> Genom Tilläggsprospektet daterat den 11 februari 2015 har det datum per vilket det inte har inträffat någon betydande förändring av NBAB:s handels- eller finansiella position uppdaterats till den 31 december 2014, vilket är datumet för dess senaste publicerade delårsrapport.

<sup>10</sup> Negativ utsikt.

<sup>11</sup> Negativ utsikt.

| Avsnitt C – Lånen |                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
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| C.1               | Beskrivning av värdepapperens typ och klass: | <p><b>Emission i serier:</b> Lånen utfärdas i serier (var och en benämnd som en "Serie") och Lånen i varje Serie kommer att få identiska villkor (utom pris, lånedatum och räntestartdatum, som kan men inte behöver vara identiska) vad gäller valuta, valörer, ränta eller förfallodag eller annat, förutom att en Serie kan bestå av Lån i innehavarform och i registrerad form. Ytterligare trancher av Lån (var och en benämnd som en "<b>Tranch</b>") kan emitteras som en del av en befintlig Serie.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|                   |                                              | <p><i>Serienumret för Lånen är [ ]. [Tranchnumret är [ ].</i></p> <p><b>Former för Lånen:</b> Lånen kan ges ut i innehavarform eller i registrerad form. Lån i innehavarform kommer inte att kunna bytas ut till Lån i registrerad form och Lån i registrerad form kommer inte att kunna bytas ut till Lån i innehavarform.</p> <p><i>Lånen är i innehavarform/Lånen är i registrerad form.</i></p> <p>Lån kan i de tillämpliga Slutliga Villkoren specificeras som "<b>VP-Lån</b>". VP-Lån kommer att ges ut i kontoförd och dematerialiserad form, med äganderätten bestyrkt genom införandet i registret för sådana VP-Lån vilka förs av VP Securities A/S för den relevanta Emittentens räkning (det "<b>Danska Värdepappersregistret</b>"). Äganderätten till VP-Lån kommer inte bestyrkas av något fysiskt papper eller dokument. Definitiva Lån kommer inte att ges ut avseende några VP-Lån. Nordea Bank Danmark A/S kommer att agera som VP-Administrerande Institut när det gäller VP-Lån.</p> <p>Lån kan specificeras i de tillämpliga Slutliga Villkoren som "<b>VPS-Lån</b>". VPS-Lån ges ut enligt ett regulatoravtal med Nordea Bank Norge ASA som VPS-Betalningsagent och kommer att registreras i kontoförd och dematerialiserad form hos norska värdepapperscentralen (Verdipapirsentralen ASA och kallas här "<b>VPS</b>").</p> <p>Lån kan specificeras i de tillämpliga Slutliga Villkoren som "<b>Svenska Lån</b>". Svenska Lån kommer att ges ut i kontoförd och dematerialiserad form, med äganderätten bestyrkt genom införande i registret för sådana Svenska Lån som förs av Euroclear Sweden för den relevanta Emittentens räkning. Äganderätten till Svenska Lån bestyrks inte av något fysiskt värdepapper eller dokument. Definitiva Lån kommer inte att ges ut avseende några Svenska Lån. Nordea Bank AB (publ) kommer att agera som Svenskt Administrerande Institut när det gäller Svenska Lån.</p> <p>Lån kan specificeras i de tillämpliga Slutliga Villkoren som "<b>Finska Lån</b>". Finska Lån kommer att ges ut i kontoförd och dematerialiserad form, med äganderätten bestyrkt genom införande i registret för sådana Finska Lån som förs av Euroclear Finland för den relevanta Emittentens räkning. Äganderätten till Finska Lån bestyrks inte av något fysiskt värdepapper eller dokument. Definitiva Lån kommer inte att ges ut avseende några Finska Lån. Nordea Bank Finland Plc kommer att agera som Finskt Administrerande Institut när det gäller Finska Lån.</p> <p><i>Lån i Schweiziska Franc:</i> Lån kommer vara ges ut i Schweiziska Franc, ges ut i innehavarform och representeras exklusivt av ett Permanent Globalt Lån som deponeras hos SIX SIS AG, Olten, Schweiz, eller annan sådan depositarie enligt vad som godkänns av SIX Regulatory Board vid SIX Swiss Exchange. Det Permanenta Globala Lånet kommer endast att vara utbytbart mot definitiva Lån under vissa begränsade omständigheter.</p> <p><b>ISIN-nummer:</b> Avseende varje Tranch av Lån kommer relevanta ISIN-nummer att anges i de tillämpliga Slutliga Villkoren.</p> |

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|            |                                      | <i>Lånen kommer att [clearas/avvecklas] via [ ]. Lånen har tilldelats följande ISIN: [ ].</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>C.2</b> | <b>Valuta för emissionen av Lån:</b> | <p>US dollar, euro, brittiska pund, svenska kronor, schweizerfranc, norska kronor, danska kronor och yen och/eller annan sådan valuta eller andra valutor enligt beslut som fattas vid tidpunkten för emissionen, i enlighet med alla rättsliga och/eller regulatoriska och/eller centralbankskrav. Lånen kan, i enlighet med efterlevnaden av sådana krav, ges ut som Lån i dubbla valutor.</p> <p><i>Valutan för Lånen är [ ].</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>C.5</b> | <b>Fri rätt till överlåtelse:</b>    | <p>Detta Grundprospekt innehåller en sammanfattning av vissa säljrestriktioner inom USA, det Europeiska Ekonomiska Samarbetsområdet, Storbritannien, Danmark, Finland, Nederländerna, Norge, Sverige, Spanien och Japan.</p> <p>Lånen har inte och kommer inte att registreras under United States Securities Act of 1933 ("<b>Securities Act</b>") och får inte erbjudas eller säljas inom USA eller till, eller för amerikanska medborgares räkning förutom i vissa transaktioner som är undantagna från registreringskraven i Securities Act.</p> <p>För varje medlemsstat i det Europeiska Ekonomiska Samarbetsområdet som har genomfört prospektdirektivet, inklusive konungariket Sverige (envar en "<b>Relevant Medlemsstat</b>"), har varje emissionsinstitut som utsetts under Programmet (envar ett "<b>Emissionsinstitut</b>") utfäst och godkänt, och varje ytterligare Emissionsinstitut som utses under Programmet kommer att behöva utfästa och godkänna, att från och med det datum då Prospektdirektivet genomförs i den Relevanta Medlemsstaten ("<b>Relevanta Implementeringsdatumet</b>"), har Emissionsinstitutet inte gjort och kommer inte att göra något erbjudande om Lån till allmänheten i den Relevanta Medlemsstaten utom med relevant Emittents samtycke lämnat i enlighet med avsnitt A.2 ovan.</p> <p>Varje Emissionsinstitut har utfäst och godkänt, och varje ytterligare Emissionsinstitut som utses under Programmet kommer att behöva utfästa och godkänna, att det har uppfyllt och kommer att uppfylla alla tillämpliga bestämmelser Financial Services and Markets Act 2000 ("<b>FSMA</b>") avseende alla handlingar som utförs gällande Lån i, från eller på annat sätt involverande Storbritannien.</p> <p>Varje Emissionsinstitut har utfäst och godkänt, och alla ytterligare Emissionsinstitut som utses under Programmet kommer att behöva utfästa och godkänna, att det inte har erbjudit eller sålt och inte kommer att erbjuda, sälja eller leverera några Lån direkt eller indirekt till konungariket Danmark genom ett erbjudande till allmänheten, förutom om det sker i enlighet med den danska värdepappershandelslagen (konsoliderad lag nr 883 av den 9 augusti 2011, såsom ändrad) (på danska: <i>Værdipapirhandelsloven</i>) och andra bestämmelser utfärdade därunder.</p> <p>Varje Emissionsinstitut har utfäst och godkänt, och varje ytterligare Emissionsinstitut som utses under Programmet kommer att behöva utfästa och godkänna, avseende erbjudanden eller försäljning av Lån i Irland, att det kommer att uppfylla: villkoren i Europeiska Gemenskapernas (Marknader för Finansiella Instrument) Förordning 2007 (nr 1 till 3) (såsom ändrad), inklusive, utan begränsning, Förordning 7 och 152 därav eller andra förhållningsregler som används i samband därmed och villkoren i Investor Compensation Act 1998; villkoren i Companies Acts 1963 to 2012 (såsom ändrad), Central Bank Acts 1942 to 2013 (såsom ändrad) och varje annan förhållningsregel som utfärdats under avsnitt 117(1) i Central Bank Act 1989; och villkoren i Market Abuse (Direktiv 2003/6/EG) Direktivet 2005 (såsom ändrad) och varje regel som utfärdats enligt avsnitt 34 i Investment Funds, Companies and Miscellaneous Provisions Act 2005 av Central Bank.</p> |

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|  |  | <p>Varje Emissionsinstitut har utfäst och godkänt, och varje ytterligare Emissionsinstitut som utses under Programmet kommer behöva utfästa och godkänna, att de inte har erbjudit eller sålt, eller kommer erbjuda eller sälja, direkt eller indirekt, Lån till allmänheten i Frankrike och att det inte har distribuerat eller orsakat distribution, och att det inte kommer att distribuera eller orsaka distribution av Grundprospektet, de relevanta Slutliga Villkoren eller någon annan typ av erbjudandematerial relaterat till Lånen, till allmänheten i Frankrike, och att sådant erbjudande och sådan försäljning och distribution i Frankrike har och endast kommer göras till (a) leverantörer av investeringstjänster relaterade till portföljhantering för tredjeparts konton (<i>personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers</i>), och/eller (b) kvalificerade investerare (<i>investisseurs qualifiés</i>), samtliga såsom definierade, och i enlighet med, artiklarna L.411-1, L.411-2 och D.411-1 i den franska lagen <i>monétaire et financier</i>.</p> <p>Lån som faller in under begreppet "derivatinstrument" enligt Avsnitt 2 i SMA, Direktivet 2004/39/EC (MiFID-direktivet) och Kommissionens förordning Nr. EC/1287/2006 (Implementeringsföreskrifter för MiFID), samtliga såsom ändrade från tid till annan, får endast erbjudas i Estland efter lämplighets- och vederbörlighetsbedömning av det relevanta strukturerade instrumentet för investeraren i enlighet med tillämplig estnisk och europeisk lagstiftning.</p> <p>Varje Emissionsinstitut har utfäst och godkänt, och varje ytterligare Emissionsinstitut som utses under Programmet kommer behöva utfästa och godkänna, att Lånen inte har erbjudits eller kommer erbjudas i Litauen genom erbjudande till allmänheten såvida detta inte är i enlighet med alla tillämpliga bestämmelser under Litauens lagar och i synnerhet i enlighet med Lagen om Värdepapper i Republiken Litauen från 18 januari 2007 Nr. X-1023 och alla föreskrifter eller regler som gjorts därunder, såsom ändrad från tid till annan.</p> <p>Lånen har inte registrerats under Lagen om Marknaden för Finansiella Instrument i Lettland och kan således inte erbjudas eller säljas till allmänheten i Lettland. Varken någon Emittent eller något av Emissionsinstituten har godkänt, eller får godkänna, att Lån erbjuds i Lettland annat än i enlighet med lagarna i Republiken Lettland.</p> <p>Varje Emissionsinstitut har utfäst och godkänt, och varje ytterligare Emissionsinstitut som utses under Programmet kommer behöva utfästa och godkänna, att det inte har erbjudit eller sålt och ej heller kommer erbjuda, sälja eller leverera något av Lånen direkt eller indirekt i Danmark genom erbjudande till allmänheten, såvida detta ej sker i enlighet med den danska Lagen om Värdepappershandel (<i>Værdipapirhandelsloven</i>), såsom ändrad från tid till annan, och verkställande beslut som utfärdats därunder.</p> <p>Varje Emissionsinstitut har utfäst och godkänt, och varje ytterligare Emissionsinstitut som utses under Programmet kommer behöva utfästa och godkänna, att det inte kommer erbjuda Lånen till allmänheten i Finland, såvida detta inte sker i enlighet med alla tillämpliga Finska lagbestämmelser och särskilt i enlighet med den Finska Värdepapperslagen (495/1989) och varje bestämmelse därunder, såsom ändrad från tid till annan.</p> <p>Varje Emissionsinstitut har utfäst och godkänt, och varje ytterligare Emissionsinstitut som utses under Programmet kommer behöva utfästa och godkänna, att det kommer lyda alla tillämpliga lagar, bestämmelser och riktlinjer för erbjudande av Lånen i Norge. Lån i norska Krone kan inte erbjudas eller säljas inom Norge eller till personer med hemvist i Norge, eller för deras vägnar, såvida inte föreskriften relaterad till erbjudandet av VPS-Lån och registrering i VPS har åtgämts.</p> |
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|     |                                                                                                              | <p>Varje Emissionsinstitut har utfäst och godkänt, och varje ytterligare Emissionsinstitut som utses under Programmet kommer behöva utfästa och godkänna, att det enbart har erbjudit och enbart kommer att erbjuda Lån till allmänheten (<i>oferta pública</i>) i Spanien i enlighet med den spanska lagen om värdepappersmarknaden (<i>Ley 24/1988 de 28 de julio, del Mercado de Valores</i>) ("<b>LMV</b>"), kungligt dekret 1310/2005, av den 4 november, vilken delvis ändrar spansk värdepappersmarknadsrätt avseende notering på allmänna andrahandsmarknader, erbjudanden till allmänheten och prospektet som krävs därtill och regelverken som upprättas därunder. Lånen får inte erbjudas eller säljas i Spanien förutom av institut som är auktoriserade i enlighet med LMV och kungligt dekret 217/2008 av den 15 februari, om den rättsordning som är tillämplig på företag som utför investeringstjänster, att erbjuda investeringstjänster i Spanien, och med åtydande av bestämmelserna i LMV och alla andra tillämpliga lagar.</p> <p>Lånen har inte och kommer inte att registreras under Lagen om Finansiella Instrument och Handel i Japan (Lag Nr. 25 från 1948, såsom ändrad, "<b>FIEA</b>") och varje Emissionsinstitut har utfäst och godkänt, och varje ytterligare Emissionsinstitut som utses under Programmet kommer behöva utfästa och godkänna, att de inte kommer erbjuda eller sälja några Lån, direkt eller indirekt, i Japan eller till, eller till fördel för, bofasta personer i Japan, eller till andra för att återerbjudanden eller återsäljning, direkt eller indirekt, i Japan eller till, eller till förmån för, bofasta personer i Japan, förutom i enlighet med ett undantag från registreringskraven i, och även i övrigt i enlighet med FIEA och varje annan tillämplig lag, föreskrift och riktlinje från myndigheterna i Japan.</p> <p>Nollkupongslån av definitiv form kan endast överlåtas och accepteras, direkt eller indirekt, inom, från eller till Nederländerna genom försorgen av antingen någon av Emittenterna eller ett medlemsföretag i Euronext Amsterdam by N.V. Euronext i full överensstämmelse med den Nederländska lagen om Besparingscertifikat (<i>Wet inzake spaarbewijzen</i>) från 21 maj 1985 (såsom ändrad) och dess implementeringsföreskrifter.</p> |
| C.8 | <p><b>Rättigheter kopplade till Lånen, inklusive rangordning och begränsningar av sådana rättigheter</b></p> | <p><b>Lånens status:</b> Lånen utgör icke-säkerställda och icke-efterställda förpliktelser för den relevanta Emittenten och rangordnas <i>pari passu</i> utan någon preferens mellan sig själva och minst <i>pari passu</i> gentemot alla övriga av den relevanta Emittentens nuvarande och framtida utestående icke-säkerställda och icke-efterställda förpliktelser.</p> <p><b>Valörer:</b> Lån kommer ges ut i sådana valörer som kan finnas angivna i de relevanta Slutliga Villkoren, föremål för (i) en lägsta valör om €1 000 (eller dess motsvarighet i andra valutor), och (ii) i enlighet med alla tillämpliga juridiska och/eller regulatoriska och/eller centralbankskrav.</p> <p><i>Lånen är utställda i valör(erna) [ ].</i></p> <p><b>Åtagande att inte ställa säkerhet:</b> Ingen.</p> <p><b>Korsvisa uppsägningsgrunder:</b> Ingen.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|     |                                                                                                              | <p><b>Beskattning:</b> Alla betalningar med hänsyn till Lånen kommer göras utan källskatt eller avdrag för skatt såvida inte detta fordras av svensk eller finsk lag, föreskrifter eller andra regler, eller beslut från finska eller svenska myndigheter. I händelse av att någon av Emittenterna måste göra avdrag för eller undanhållande av finsk eller svensk skatt för någon som inte omfattas av beskattning i Sverige eller Finland kommer Emittenten betala ett tilläggsbelopp för att säkerställa att de relevanta innehavarna av Lån, vid förfallodagen, kommer erhålla ett nettobelopp som är lika med det belopp som innehavarna skulle ha erhållit om det inte vore för avdragen eller de undanhållna beloppen, förutom i enlighet med vissa sedvanlig undantag.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

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|     |                                                                                                                                                 | <p><b>Gällande lag:</b> Lånen och alla icke-avtalsenliga förpliktelser som uppstår ur eller i samband med Lånen styrs av antingen brittisk lagstiftning, finsk lagstiftning, svensk lagstiftning, dansk lagstiftning eller norsk lagstiftning, förutom att (i) registreringen av VP-Lån i VP styrs av dansk lagstiftning, (ii) registreringen av VPS-Lån i VPS styrs av norsk lagstiftning, (iii) registreringen av Svenska Lån i Euroclear Sweden styrs av svensk lagstiftning, och (iv) registreringen av Finska Lån i Euroclear Finland styrs av finsk lagstiftning.</p> <p><i>Lånen styrs av [brittisk lagstiftning / finsk lagstiftning / dansk lagstiftning / svensk lagstiftning / norsk lagstiftning].</i></p> <p><b>Verkställighet av Lån i Global Form:</b> Gällande Globala Lån kommer den individuella investerarens rättigheter mot den relevanta Emittenten att styras av ett sidoavtal daterad den 19 december 2014<sup>12</sup> ("<b>Sidoavtalet</b>") av vilket det kommer finnas en kopia tillgängligt för inspektion på det angivna kontoret för Citibank, N.A., London Branch som fiscal agent ("<b>Fiscal Agent</b>").</p>                                                                                                                                                                                     |
| C.9 | Rättigheter kopplade till Lånen (fortsättning), inklusive information angående Ränta, Förfallodag, Avkastning och Representant för Innehavarna: | <p><b>Ränta:</b> Lån kan vara räntebärande eller icke-räntebärande. Ränta (om så förekommer) kan:</p> <ul style="list-style-type: none"> <li>- utgå baserad på fast kurs eller rörlig kurs;</li> <li>- vara inflationsskyddad, varigenom det räntebelopp som ska betalas är kopplat till ett konsumentprisindex eller annat inflationsmått;</li> <li>- vara länkade till huruvida en Kredithändelse inträffar eller ej med avseende på skuldförpliktelserna för en eller flera referensenheter ("<b>Kreditlänkade Lån</b>" eller "<b>CLN</b>"). En Kredithändelse är en bolagshändelse som vanligtvis gör att en fordringsägare för Referensenheten drabbas av en förlust (t.ex. konkurs eller underlåtenhet att betala). Om en Kredithändelse inträffar för en Referensenhet, kan det nominella belopp som används för beräkning av ränta som ska betalas minskas. Se avsnitt C.10 för ytterligare information;</li> <li>- vara kumulativa, förutsatt att vissa värdeutvecklingströsklar har uppnåtts;</li> <li>- vara länkade till utvecklingen för en specificerad referenskurs (som skulle kunna vara en räntekurs eller en inflationsåtgärd) under en specificerad period jämfört med ett antal förbestämda lösenpris/barriärnivåer, där ett sådant räntebelopp också kan vara föremål (i vissa fall) för tak/golv;</li> </ul> |
|     |                                                                                                                                                 | <ul style="list-style-type: none"> <li>- vara länkade till prestationen hos en eller flera korgar med underliggande tillgångar (envar en "<b>Referenstillgång</b>" och tillsammans en "<b>Korg</b>") eller en specifik Referenstillgång i relevant Korg (till exempel Referenstillgången med sämst värdeutveckling) jämfört med en förbestämd lösenprisnivå; och/eller</li> <li>- vara länkade till den procentandel av Referenstillgångarna i Korgen som är över en förbestämd barriärnivå vid varje arbetsdag, upp till och inkluderande det relevanta räntebetalningsdatumet (vart och ett utgörande en "<b>Räntebetalningsdag</b>").</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

<sup>12</sup> Genom Tilläggsprospektet daterat den 11 februari 2015 har datumet för Sidoavtalet korrigerats från den 20 december 2013 till den 19 december 2014.

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|  | <p>Den tillämpliga räntesatsen eller dess beräkningsmetod kan variera vid olika tidpunkter eller vara konstant för en Serie av Lån. Lån kan ha en maxränta, minimiränta eller både och. Ränteperiodernas längd för Lånen kan också variera vid olika tidpunkter eller vara konstant för en Serie Lån. Ränta på Lånen kan också utgå på grundval av en kombination av olika strukturer.</p> <p><i>Uppskjuten Ränta:</i> om Uppskjuten Ränta tillämpas på Lånen ska alla betalningar av ränta som annars hade förfallit till betalning enligt tillämplig räntestruktur eller tillämpliga räntestrukturer uppskjutas till det tidigare av Återbetalningsdagen eller den dag som förtida återbetalning av hela Lånen görs.</p> <p><i>Valutakomponenter:</i> om Valuta-komponenter tillämpas på en eller flera Räntebetalningsdagar ska det räntebelopp för den relevanta Räntebetalningsdagen eller de relevanta Räntebetalningsdagarna, bestämt i enlighet med de räntenivåstrukturer som är tillämpliga på de specifika Lånen, multipliceras med en faktor som återspeglar variationen i en eller flera utländska valutakurser för den tillämpliga ränteperioden, för att avgöra den faktiska räntan som ska betalas.</p> <p><i>[Valutakomponenten (Ränta) är [tillämplig på följande Räntebetalningsdagar: [ ]/Ej tillämplig] [Underliggande utländska valutakursen är: [ ]]</i></p> <p><i>Lånen har ingen ränta./Lånen är räntebärande:</i></p> <p><i>Räntebas: [ ].</i></p> <p><i>Nominell räntesats: [ ].</i></p> <p><i>Räntans startdatum: [ ].</i></p> <p><i>Räntebetalningsdag(ar): [ ].</i></p> <p><i>Uppskuten Ränta: [Tillämplig/Ej tillämplig]</i></p> <p><i>Beskrivning av underliggande Referenskurs/Referenstillgång(ar): [ ].]</i></p> <p><i>Information om historisk och framtida utveckling av Referenskursen och Referenstillgångar kan inhämtas från: [ ].</i></p> <p><i>[Marginal: +/- [ ].]</i></p> <p><i>[Högsta Räntesats: [ ].]</i></p> <p><i>[Lägsta Räntesats: [ ].]</i></p> <p><i>[Dagberäkningsmetod: [ ].]</i></p> |
|  | <p><b>Återbetalning:</b> Den relevanta Emittenten återbetalar Lånen med deras återbetalningsbelopp ("<b>Återbetalningsbelopp</b>") och på den/de återbetalningsdag(ar) ("<b>Återbetalningsdag</b>") som specificeras i de Slutliga Villkoren.</p> <p>Återbetalningsbeloppet kan vara en kombination av ett fast belopp ("<b>Basåterbetalningsbelopp</b>") och ett eller flera tilläggsbelopp ("<b>Tilläggsbelopp</b>") vilka fastställs i enlighet med en eller flera av de värdeutvecklingsstrukturer som specificeras i avsnitt C.10 nedan. Återbetalningsbeloppet kan också vara ett bestämt belopp, eller bestämmas direkt i enlighet med en eller flera av de värdeutvecklingsstrukturerna specificerade i avsnitt C.10 nedan.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

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|  | <p>Tilläggsbeloppet kan komma att adderas till, eller subtraheras från, Basåterbetalningsbeloppet i syfte att beräkna Återbetalningsbeloppet som ska betalas vid förfallodagen, och kan vara negativt. Som en följd kan en Innehavare under vissa förhållanden erhålla ett belopp lägre än Lånens Kapitalbelopp vid dess slutliga återbetalning. De Slutliga Villkoren specificerar vilken av värdeutvecklingsstrukturerna som är tillämplig på respektive Serie av Lån.</p> <p>Förtida återbetalning av Lån kan eventuellt bli tillåtet (i) på begäran av den relevanta Emittenten eller innehavaren av Lån, i enlighet med Villkoren, <b>förutsatt att</b> sådan förtida återbetalning tillåts enligt med de Slutliga Villkoren, (ii) om den relevanta Emittenten har eller kommer att bli tvungen att betala vissa tillkommande belopp med avseende på Lånen som ett resultat av någon eventuell ändring av skattelagarna i jurisdiktionen där den relevanta Emittenten har sitt säte eller (iii) till viss del, efter att någon Kredithändelse inträffat i förhållande till en eller flera Referensenheter</p> <p>Där en av värdeutvecklingsstrukturerna "Autocall" gäller kommer, om den avkastning som skapas av Korgen eller viss(a) Referenstillgång(ar) är lika med eller över en förbestämd barriärnivå vid något specificerat datum, den relevanta Emittenten att återbetala Lånen i förtid på nästkommande förtida återbetalningsdag med ett belopp som är lika med Lånens Kapitalbelopp, tillsammans med en förbestämd kupong (om sådan finns).</p> <p>Om så angivits i de Slutliga Villkoren, kan det belopp som ska betalas vid förtida återbetalning ("<b>Förtida Återbetalningsbelopp</b>") reduceras med ett belopp som fastställs av Beräkningsagenten, som är lika med summorna av de kostnader, utgifter, skatter och tullavgifter som den relevanta Emittenten ådragit sig i samband med den förtida Återbetalningen.</p> <p><i>Såvida inte dessförinnan återbetalda, eller köpta och upphävda, kommer Lånen att bli återbetalade med [par/deras Återbetalningsbelopp om [ ] per Beräkningsbelopp/ett belopp beräknat i enlighet med värdeutvecklingsstrukturen[/erna] som finns specificerad i avsnitt C.10 nedan/ett belopp uppgående till summan av Basåterbetalningsbeloppet om [ ] och Tilläggsbeloppet[/en] beräknat i enlighet med värdeutvecklingsstrukturen(-erna) som specificeras i avsnitt C.10 nedan]. [Lån kan inlösas före den planerade Återbetalningsdagen efter val av Emittenten/Innehavarna]/[Lånen har Autocallstruktur]</i></p> <p><i>Återbetalningsdagen är [ ]/Lånen är återbetalningsbara genom Avbetalningar på [ ].</i></p> <p><b>Pris:</b> Priset för varje Tranch av Lån som ska ges ut under Programmet kommer att fastställas av den relevanta Emittenten vid tiden för när Lånen ges ut, i enlighet med rådande marknadsförhållanden.</p> |
|  | <p><i>Priset för Lånen är: [•].</i></p> <p><b>Avkastning:</b> Avkastningen på varje Tranch av Lån kommer att beräknas på grundval av det relevanta priset på det relevanta lånedatumet. Det är inte en indikation om framtida avkastning.</p> <p><i>Baserat på Priset på [ ] på Lånedatumet, är den förväntade avkastningen från Lånen [ ] procent per år.</i></p> <p><b>Representant för Innehavarna:</b> Ej tillämpligt. Det finns ingen representant utsedd som ska agera på uppdrag av Innehavarna.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

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|      |                      | <p><b>Ersättning av Referenstillgång, förtida beräkning av Återbetalningsbeloppet eller tillägg till Villkoren:</b> Där så är tillämpligt i enlighet med Villkoren får den relevanta utgivaren byta ut en Referenstillgång, utföra en förtida beräkning av Återbetalningsbeloppet eller göra eventuellt tillägg till Villkoren i den mån relevant Emittent bedömer detta som nödvändigt, om vissa händelser inträffar, inklusive marknadsavbrott, avbrott i riskhantering, förändring i lagstiftning eller marknadspraxis, priskorrigeringar och andra relevanta utvecklingar som påverkar en eller fler av den/de underliggande Referenstillgången(-arna) eller några hedging-arrangemang ingångna av en eller flera entiteter inom Nordea-koncernen för att säkra den relevanta Emittentens förpliktelser i förhållande till Lånen.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| C.10 | Derivat-komponenter: | <p>De värdeutvecklingsstrukturer som beskrivs nedan bestämmer på vilket sätt värdeutvecklingen hos den/de relevanta Referenstillgången(-arna) eller Referensenheterna påverkar Återbetalningsbeloppet och/eller Tilläggsbeloppet för Lånen. Den relevanta Emittenten kan välja att kombinera två eller fler värdeutvecklingsstrukturer när Lån ges ut:</p> <p><b>”Basket Long” struktur:</b> Tilläggsbeloppet är lika med Lånens Kapitalbelopp multiplicerat med (i) ett belopp som återspeglar Korgens avkastning (<b>”Korgavkastningen”</b>) och (ii) en ratio som används för att bestämma innehavarens exponering mot utvecklingen för de olika Referenstillgångarna (<b>”Deltagandegrad”</b>). Utvecklingen för en Referenstillgång bestäms med hänvisning till det belopp med vilket slutkursen (<b>”Slutkursen”</b>) överstiger Referenstillgångens startkurs (<b>”Referenstillgångsavkastning”</b>). Slutkursen kan bestämmas på grundval av ett genomsnittsvärde på Referenstillgången under Lånens giltighetstid (dvs. det finns flera värderingstidpunkter under giltighetstiden, varje sådan ett <b>”Värderingsdatum”</b>), men det kan även bestämmas på grundval av en enda värdering. Referenstillgångsavkastningen eller Korgavkastningen kan dessutom bli föremål för ett golv, vilket agerar som en lägsta nivå för utveckling, eller ett tak, vilket agerar som en högsta nivå för utveckling.</p> <p><b>”Basket Short” struktur:</b> Tilläggsbeloppet är lika med Lånens Kapitalbelopp multiplicerat med (i) Korgavkastningen och (ii) Deltagandegraden. Om Referenstillgångarnas utveckling inom Korgen är positiv kommer detta att få en negativ inverkan på den sammantagna avkastning som skapats av Korgen och därför den avkastning som ska betalas till Innehavarna. Om Referenstillgångarnas prestation inom Korgen är negativ kommer detta att få en positiv inverkan på den sammantagna avkastning som skapats av Korgen och därför den avkastning som ska betalas till Innehavarna. Referenstillgångsavkastningen och/eller Korgavkastningen kan också vara föremål för ett golv eller ett tak, såsom beskrivet ovan.</p> |
|      |                      | <p>Om inte annat stadgas kan Korgavkastningen som används i någon av värdeutvecklingsstrukturerna beräknas antingen med utgångspunkt från <b>”Basket Long”</b> eller <b>”Basket Short”</b>-strukturerna, såsom framgår i de tillämpliga Slutliga Villkoren.</p> <p><i>[Korgavkastningen bestäms i enlighet med ”Basket Long”/”Basket Short”-strukturen]/[Korgavkastning ej tillämpligt]</i></p> <p><b>”Barriär Outperformance” struktur:</b> om Korgens utveckling överstiger en specificerad barriärnivå, kommer Tilläggsbeloppet att utgöra en förbestämd maximal Korgavkastning. Om den specificerade barriärnivån inte överskrids kommer Tilläggsbeloppet att vara noll.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

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|  | <p><i>"Barriär Underperformance" struktur:</i> om Korgens utveckling faller under en specificerad barriärnivå, kommer Tilläggsbeloppet att utgöra en förbestämd maximal Korgavkastning. Om den specificerade barriärnivån inte överskrids kommer Tilläggsbeloppet att vara noll.</p> <p><i>"Best of/Worst of" Barriär" struktur:</i> Detta är detsamma som "Barriär Outperformance" strukturen, förutom att observationen av barriärnivån och beräkningen av Tilläggsbeloppet kommer att bestämmas med hänvisning till värdeutvecklingen hos Referenstillgången med den Nth bästa värdeutvecklingen snarare än Korgen som helhet.</p> <p>Referenstillgången med den Nth bästa värdeutvecklingen kommer vara Referenstillgången med den Nth högsta Referenstillgångsavkastningen, där "N" ska vara den siffra som anges i Slutliga Villkor.</p> <p><i>"Best of/Worst of" Barriär Underperformance" struktur:</i> Detta är detsamma som "Barriär Underperformance" strukturen, förutom att observationen av barriärnivån och beräkningen av Tilläggsbeloppet kommer att bestämmas med hänvisning till värdeutvecklingen hos den Referenstillgång med den Nth bästa värdeutvecklingen snarare än Korgen som helhet.</p> <p><i>"Autocallstruktur Long":</i> Om Korgavkastningen understiger en förbestämd riskbarriärnivå på en relevant observationsdag ("<b>Riskbarriärobservationsdag</b>"), kommer Tilläggsbeloppet beräknas genom att multiplicera Lånens Kapitalbelopp med Deltagandegraden och det lägre av Korgavkastningen och den på förhand bestämda högsta Korgavkastningen. Om Korgavkastningen på en Riskbarriärobservationsdag inte understiger den förbestämda riskbarriärnivån, kommer Tilläggsbeloppet att vara lika med Lånens Kapitalbelopp multiplicerat med Deltagandegraden 2 och det högre av (i) Korgavkastningen och (ii) en förbestämd lägsta Korgavkastning. En Kupong kan också vara förfallen till betalning (se avsnitt C.9 för detaljerad information angående Kupongen). Lånen kommer dessutom att vara föremål för förtida återbetalning om den avkastning som genereras av Korgen överstiger den relevanta inlösenbarriärnivån på någon observationsdag.</p> <p><i>"Autocallstruktur Kort":</i> denna struktur liknar "Autocallstruktur Long" med den skillnaden att den positiva utvecklingen för Referenstillgångarna inom Korgen kommer att ha en negativ inverkan på Lånens avkastning.</p> <p><i>"Replacement Basket" struktur:</i> Tilläggsbeloppet beräknas på liknande sätt som för Basket Long-strukturen, med skillnaden att de avkastningar som genereras av Referenstillgångarna med bäst värdeutveckling ersätts med ett förbestämt värde för syftet att bestämma Korgens totala värdeutveckling.</p> |
|  | <p><i>"Locally Capped Basket" struktur:</i> Tilläggsbeloppet beräknas på liknande sätt som för Basket Long-strukturen eller Basket Short-strukturen, med skillnaden att den avkastning som genereras av varje Referenstillgång är föremål för ett förbestämt maximalt procentvärde för syftet att bestämma Korgens totala värdeutveckling.</p> <p><i>"Rainbow" struktur:</i> Tilläggsbeloppet beräknas på liknande sätt som Basket Long eller Basket Short-strukturen, med skillnaden att Referenstillgångarnas viktning inom Korgen bestäms med hänvisning till tillgångarnas relativa värdeutveckling. Varje Referenstillgång mäts separat på förfalldagen och rangordnas beroende på respektive enskild tillgångs värdeutveckling. Referenstillgångens vikt i Korgen bestäms av vad som framgår i Slutliga Villkor.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

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|  | <p><i>”Booster”</i> strukturer: Boosterstrukturer har en förbättrad positiv eller negativ avkastning som baseras på utvecklingen i den underliggande Referenstillgången eller de underliggande Referenstillgångarna. Investerarens exponering mot utvecklingen i Referenstillgången kan öka eller minska genom tillämpning av olika deltagandegrader. Inom en <i>”Booster Long”</i>-struktur kommer den positiva utvecklingen för Referenstillgångarna ha en positiv effekt på avkastningen på Lånen. I en <i>”Booster Short”</i>-struktur kommer en positiv utveckling i för Referenstillgångarna ha en negativ effekt på avkastningen på Lånen.</p> <p><i>”Booster Riskbarriär Long”</i> struktur: Tilläggsbeloppet kommer bero på den avkastning som genererats av Korgen i jämförelse med en förbestämd barriärnivå för en Värderingsdag och Korgens startvärde. Om Korgavkastningen motsvarar eller överstiger Korgens startvärde på den slutliga Värderingsdagen kommer Tilläggsbeloppet beräknas genom att multiplicera Lånens Kapitalbelopp med Deltagandegraden och Korgavkastningen på den slutliga Värderingsdagen. Om Korgavkastningen motsvarar eller överstiger barriärnivån på alla Värderingsdagar men under Korgens startvärde på den slutliga Värderingsdagen kommer Tilläggsbeloppet vara noll. Om Korgavkastningen understiger barriärnivån på någon Värderingsdag och under Korgens startvärde på den slutliga Värderingsdagen kommer Tilläggsbeloppet beräknas med referens till Korgavkastningen och en annan deltagandegrad, vilket kan resultera i ett Återbetalningsbelopp som är lägre än Kapitalbeloppet. Om utvecklingen för en Referenstillgång inom Korgen är positiv kommer detta ha en positiv inverkan på den totala avkastningen som genereras av Korgen. Om utvecklingen i en Referenstillgång inom Korgen är negativ kommer detta ha en negativ inverkan på den totala avkastningen som genereras av Korgen och således på Tilläggsbeloppet.</p> |
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|  |  | <p><i>"Booster Riskbarriär Short" struktur:</i> Tilläggsbeloppet beräknas på ett liknande sätt som för "Booster Riskbarriär Long"-strukturen. Skillnaden är att när utvecklingen för Korgen är positiv kommer detta ha en negativ inverkan på Tilläggsbeloppet. Om utvecklingen för Korgen är negativ kommer detta ha en positiv inverkan på Tilläggsbeloppet.</p> <p><b><i>I förhållande till Lån som emitteras i enlighet med villkoren för grundprospektet daterat 20 december 2013 och tilläggsprospektet daterat 14 februari 2014 ("December 2013-villkoren"), som inkorporeras genom hänvisning till detta Grundprospektet, kan "Booster Riskbarriär"-strukturerna sammanfattas enligt följande:</i></b></p> <ul style="list-style-type: none"> <li>• <i>"Booster Riskbarriär Short" struktur:</i> Tilläggsbeloppet kommer bero på den avkastning som genererats av Korgen i jämförelse med en förbestämd barriärnivå för en Värderingsdag och Korgens startvärde. Om summan av Korgavkastningen och 1 ligger på eller över Korgens startvärde på någon Värderingsdag kommer Tilläggsbeloppet beräknas genom att multiplicera Lånens Kapitalbelopp med Deltagandegraden och Korgavkastningen. Om summan av Korgavkastningen och 1 är på eller över barriärnivån på alla Värderingsdagar men under Korgens startvärde på någon Värderingsdag kommer Tilläggsbeloppet vara noll. Om summan av Korgavkastningen och 1 ligger under barriärnivån på någon Värderingsdag och under Korgens startvärde på någon Värderingsdag kommer Tilläggsbeloppet beräknas med referens till Korgavkastningen och en annan deltagandegrad, vilket kommer resultera i ett Återbetalningsbelopp som är lägre än Kapitalbeloppet. Om utvecklingen för en Referenstillgång inom Korgen är positiv kommer detta ha en negativ inverkan på den totala avkastningen som genereras av Korgen. Om utvecklingen i en Referenstillgång inom Korgen är negativ kommer detta ha en positiv inverkan på den totala avkastningen som genereras av Korgen och således på det belopp som ska betalas vid återbetalning av Lånen.</li> <li>• <i>"Booster Riskbarriär Long" struktur:</i> Tilläggsbeloppet beräknas på ett liknande sätt som för "Booster Riskbarriär Short"-strukturen. Skillnaden är att när utvecklingen för en Referenstillgång inom Korgen är positiv kommer detta ha en positiv inverkan på den totala avkastningen som genereras av Korgen. Om utvecklingen för en Referenstillgång inom Korgen är negativ kommer detta ha en negativ inverkan på den totala avkastningen som genereras av Korgen och således på beloppet som ska betalas vid återbetalning av Lånen.</li> </ul> <p>Lånen [är/är inte] utgivna i enlighet med December 2013-villkoren.</p> <p><i>"Twin Win"-struktur:</i> Tilläggsbeloppet beräknas på ett liknande sätt som för "Basket Long"-strukturen – om utvecklingen av Korgen är positiv så kommer Tilläggsbeloppet också att vara positivt. Om utvecklingen av Korgen är negativ men över en förutbestämd Barriärnivå kommer Tilläggsbeloppet också att vara positivt. Om utvecklingen för Korgen är negativ men under den relevanta Barriärnivån kommer Tilläggsbeloppet också att vara negativt och Återbetalningsbeloppet kan därför komma att understiga Lånens Kapitalbelopp.</p> |
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|  | <p><i>"Bonus Booster Short" struktur:</i> Tilläggsbeloppet beräknas på ett liknande sätt som för "Booster Riskbarriär Short"-strukturen med skillnaden att om avkastningen som genereras av Korgen inte ligger under barriärnivån på de(n) relevanta Värderingsdagen(/arna), kommer Tilläggsbeloppet vara det högre av (i) en förbestämd kupongnivå och (ii) ett belopp som beräknas genom att multiplicera Kapitalbeloppet med Deltagandegraden och Korgavkastningen. En positiv utveckling för Referenstillgångarna inom Korgen kommer ha en negativ inverkan på den totala avkastningen som genereras av Korgen.</p> <p><i>"Bonus Booster Long" struktur:</i> Tilläggsbeloppet beräknas på ett liknande sätt som för "Bonus Booster Short"-strukturen. Skillnaden är att när utvecklingen för Referenstillgångarna inom Korgen är positiv kommer detta ha en positiv inverkan på den totala avkastningen som genereras av Korgen. Om utvecklingen i Referenstillgångarna inom Korgen är negativ kommer detta ha en negativ inverkan på den totala avkastningen som genereras av Korgen.</p> <p><i>"Periodsumme"-struktur</i> Tilläggsbeloppet kommer baseras på den ackumulerade summan av de relativa procentuella ändringarna i den underliggande Korgen för ett antal förbestämda värderingsperioder under löptiden för Lånen. Följande funktioner kan även användas: (i) de relativa ändringarna i den underliggande Korgen kan lokalt tilldelas tak/golv-nivåer för varje värderingsperiod, (ii) den ackumulerade summan av de relativa ändringarna kan bli föremål för ett globalt tak/golv, och (iii) produkten kan ha en lock-in-funktion som innebär att den ytterligare avkastningen minst kommer vara lika med lock-in-nivån om den ackumulerade avkastningen på någon värderingsdag har nått en förbestämd lock-in-nivå.</p> <p><i>"Omvänd Periodsumme" struktur:</i> denna är väldigt lik "Periodsumme"-strukturen, men den ytterligare avkastningen beräknas genom att subtrahera de relativa procentuella ändringarna i den underliggande Korgen (för ett antal förbestämda värderingsperioder) från en förbestämd startkupong.</p> <p><i>"Ersättande Periodsumme" struktur:</i> denna är väldigt lik "Periodsumme"-strukturen där skillnaden ligger i att avkastningarna som genereras av ett visst antal av värderingsperioderna med bäst utveckling byts ut mot ett förbestämt belopp.</p> <p><i>"Omvänd Ersättande Periodsumme" struktur:</i> denna är väldigt lik "Omvänd Periodsumme"-strukturen där skillnaden är att avkastningarna som genereras av ett visst antal av värderingsperioderna med bäst utveckling byts ut mot ett förbestämt belopp.</p> <p><i>"Rainbow Ersättande Periodsumme" struktur:</i> utvecklingen i varje individuell Referenstillgång beräknas på samma grund som "Periodsumme"-strukturen. Skillnaden här är att vägningen av varje Referenstillgång inom Korgen bestäms efter det att utvecklingen i varje Referenstillgång är känd, enligt principen att den bäst presterande underliggande ges högst vikt och så vidare.</p> |
|  | <p><i>"Omvänd konvertibel" struktur:</i> om Korgavkastningen ligger på eller över Korgens startnivå, kommer Återbetalningsbeloppet vara lika med Lånens Kapitalbelopp. Om Korgens avkastning ligger under Korgens startnivå kommer Återbetalningsbeloppet att vara lika med Kapitalbeloppet minus ett belopp som beräknas genom att multiplicera Kapitalbeloppet med Deltagandegraden och Korgavkastningen och därmed få fram ett Återbetalningsbelopp som är lägre än Lånens Kapitalbelopp. En positiv utveckling i Referenstillgångarna inom Korgen kommer ha en positiv inverkan på den totala avkastningen på Lånen och tvärtom kommer en negativ utveckling i de individuella Referenstillgångarna ha en negativ inverkan på den totala avkastningen på Lånen.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

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|  | <p><i>”Omvänd Konvertibel Riskbarriär” struktur:</i> om Korgens avkastning ligger under Barriärnivån på någon Värderingsdag, och om Korgavkastningen vid den slutliga Värderingsdagen ligger under Korgens Startnivå kommer Återbetalningsbeloppet beräknas genom att multiplicera Lånens Kapitalbelopp med Deltagandegraden och Korgavkastningen och beloppet som ges kommer att adderas till Lånens Kapitalbelopp (i det här fallet kommer Återbetalningsbeloppet vara lägre än Kapitalbeloppet). Annars är Återbetalningsbeloppet lika med Lånens Kapitalbelopp.</p> <p><i>”Best of/Worst of Omvänd Konvertibel”-struktur:</i> Återbetalningsbeloppet beräknas på samma sätt som i ”Omvänd Konvertibel Riskbarriär”-strukturen, förutom att den möjliga negativa utbetalningen bestäms med referens till utvecklingen för Referenstillgången med Nth bäst värdeutveckling (i motsats till den totala utvecklingen i Korgen).</p> <p><i>Up and In Option:</i> Tilläggsbeloppet beräknas som produkten av Deltagandegraden, Lånens Kapitalbelopp och differensen mellan Korgens slutliga värde och Korglösenivån under förutsättning att Korgen, på varje Värderingsdag under Lånens löptid, har utvecklats på eller över den förbestämda Barriärnivån. Om Barriärnivån inte har nåtts vid någon Värderingsdag kommer Tilläggsbeloppet vara lika med noll och Återbetalningsbeloppet kommer vara lika med Lånens Kapitalbelopp.</p> <p><i>Up and out Option:</i> Tilläggsbeloppet beräknas som produkten av Deltagandegraden, Kapitalbeloppet och differensen mellan Korgens slutliga värde och Korglösenivån, eller, om det är högre, en förbestämd kupongnivå under förutsättning att Korgen, vid varje Värderingsdag under Lånens löptid, har utvecklats på eller över den förbestämda Barriärnivån. Om Barriärnivån inte har nåtts vid någon Värderingsdag kommer Tilläggsbeloppet vara lika med noll och Återbetalningsbeloppet kommer vara lika med Lånens Kapitalbelopp.</p> <p><i>Down and Out Basket Option:</i> Tilläggsbeloppet beräknas som produkten av Deltagandegraden, Lånens Kapitalbelopp och differensen mellan Korgens slutliga värde och Korglösenivån, om Korgen inte, vid någon Värderingsdag under Lånens löptid, har utvecklats upp till eller över en förbestämd Barriärnivå. Detta innebär att om Barriärnivån överskrids på någon Värderingsdag, är Tilläggsbeloppet noll.</p> <p><i>Worst of Down and Out Basket Option:</i> Denna struktur är identisk med Down and Out Basket Option-strukturen förutom att Tilläggsbeloppet beräknas med hänvisning till Referenstillgången med sämst värdeutveckling istället för hela Korgen.</p> |
|  | <p><i>Worst of Calloption:</i> Worst of Calloption-strukturen ger Innehavaren en exponering mot Referenstillgången med sämst värdeutveckling i Korgen. Tilläggsbeloppet som ska betalas till Innehavaren kommer vara det högre av noll och Referenstillgångsavkastningen för Referenstillgången med sämst värdeutveckling.</p> <p><i>Outperformance Option:</i> Medan Tilläggsbeloppet avseende en vanlig Korgstruktur är beroende av den absoluta utvecklingen för en Korg som består av en eller flera Referenstillgångar beror utbetalningen i en Outperformancesstruktur på den relativa utvecklingen för två Korgar, inte på den absoluta utvecklingen för varje Korg. Strukturen kan baseras på antingen två ”Basket Long”-strukturer, två ”Basket Short”-strukturer eller en ”Basket Long”-struktur och en ”Basket Short”-struktur.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

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|  | <p><i>"Non-Tranched CLN"</i> och <i>"Tranched CLN"</i> strukturer: Återbetalningsbeloppet och, om tillämpligt, ränteutbetalningarna, baseras på de viktade förlusterna i samma eller olika portföljer av Referensenheter som ett resultat av att en eller flera Kredithändelser inträffar. För Tranched CLN:er kan det förekomma att en Kredithändelse inte har någon inverkan eller en mer proportionerlig inverkan på Återbetalningsbeloppet och, om relevant, ränteutbetalningar. Tranchfunktionen används för att bestämma andelen av förluster som en Innehavare kommer vara exponerad mot i händelse av att en Kredithändelse som påverkar en eller flera Referensenheter.</p> <p><i>"Nth to Default"</i> och <i>"Nth och N:te+1 to Default"</i>-strukturer: Återbetalningsbeloppet och, om tillämpligt, ränteutbetalningarna, baseras på antalet och ordningsföljden av Kredithändelser i samma Referensenhetsportfölj. Gällande Nth to Default-CLN:er, har inträffandet av N-1 Kredithändelser inte någon inverkan på Återbetalningsbeloppet och (om några) ränteutbetalningar, samtidigt som Nth Kredithändelsen kommer ha en mer än proportionerlig inverkan på dessa siffror. På samma sätt gällande Nth och Nth+1 to Default-CLN:erna kommer inverkan från den Nth och Nth+1 Kredithändelsen ha en mer än proportionerlig inverkan.</p> <p><i>Option CLN:</i> syftet med strukturen är att ge en investerare exponering mot kreditrisker (d.v.s. risken för att en Kredithändelse ska inträffa) inom en specifik marknad såsom europeiska eller amerikanska "investment grade"-bolag, eller högavkastande låntagare. Exponeringen uppstår genom utgivandet av Lån kopplade till index CDS-spreadar som motsvarar kostnaden för riskhantering avseende Kredithändelser som påverkar de bolag som ingår i ett index. Genom att använda en single option-värdeutvecklingsstruktur kan Emittenterna erbjuda strukturer varigenom investerare får fördelar av förändringar i kredit-spreadar, t.ex. om kredit-spreadar ökar till att överstiga eller sjunker till att understiga givna nivåer. Emittenterna kan också erbjuda strukturer där en investerare får fördelar av förändringar i kredit-spreadar men där den potentiella intjäningen är begränsad, t.ex. där en investerare får fördelar om kredit-spreadar sjunker till att understiga en viss given nivå, men inte ytterligare genom att spreadarna sjunker ytterligare under denna nivå. Genom att kombinera tre eller fyra utbetalningar kan Emittenterna erbjuda ytterligare strukturer.</p> <p><i>Digital Long</i></p> <p>Om Korgavkastningen vid den slutliga Värderingsdagen överstiger Korgenlösnivån kommer Tilläggsbeloppet vara lika med Lånens Kapitalbelopp multiplicerat med Kupongen.</p> |
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|  |  | <p>Om Korgavkastningen inte överstiger Korgenlösennivån vid den slutliga Värderingsdagen kommer Tilläggsbeloppet vara noll. Positiv utveckling i Referenstillgångarna kommer ha en positiv inverkan på avkastningen på Lånen.</p> <p><i>Digital Short</i></p> <p>Om Korgavkastningen vid den slutliga Värderingsdagen understiger Korglösennivån kommer Tilläggsbeloppet vara lika med Lånens Kapitalbelopp multiplicerat med Kupongen.</p> <p>Om Korgavkastningen är lika med eller överstiger Korglösennivån vid den slutliga Värderingsdagen kommer Tilläggsbeloppet vara noll. Positiv utveckling i Referenstillgångarna kommer ha en negativ inverkan på avkastningen på Lånen.</p> <p><i>"Best of/Worst of" Digitals:</i> Digital Long- och Digital Short-strukturen kan också kombineras med ett "Best of/Worst of"-inslag, varvid Tilläggsbeloppet beräknas med hänvisning till värdeutvecklingen hos Referenstillgången med den Nth bästa värdeutvecklingen snarare än Korgen som helhet.</p> <p><i>Worst of Digital Memory Coupon 1:</i> Worst of Digital Memory Coupon-optionen är en remsa av villkorade "sämsta av" digitala val. Ett Tilläggsbelopp motsvarande Lånens Kapitalbelopp multiplicerat med Kupongerna och K betalas på Återbetalningsdagen. K är numret i ordningen av Värderingsdagar som Referenstillgångsavkastningen för den Referenstillgång med sämst utveckling är lika med eller överstiger den relevanta barriärnivån på varje Värderingsdag, upp till och med den aktuella Värderingsdagen (första värderingsdagen = 1, andra = 2 etc).</p> <p><i>"Series of Digitala":</i> Återbetalningsbeloppet avgörs av den procentandel av Referenstillgångarna inom Korgen som ligger över en förbestämd barriärnivå på varje Värderingsdag.</p> <p><i>"Delta 1 struktur":</i> Återbetalningsbeloppet kommer vara lika med det återbetalningsbelopp som mottagits av den relevanta Emittenten (eller annan entitet inom Nordea-koncernen) genom att sådan Emittent eller entitet avvecklar ett hedging-arrangemang satt i plats för att efterlikna riskerna och fördelarna av en direktinvestering i Referenstillgångarna, minus (i) en betalbar struktureringsavgift till relevant Emittent och (ii) alla tillämpliga skatter. En Delta 1-struktur speglar i praktiken vinsterna eller förlusterna som en investerare skulle göra genom ett direkt ägande av de relevanta Referenstillgångarna. Om hedgingparten inte kan inlösa Referenstillgångarna innan det planliga förfallodatumet, eller om hedgingparten fastställer att den inte kommer motta det totala beloppet av återbetalningsbeloppen innan det planliga förfallodatumet, kommer en uppskjuten återbetalning ske och den relevanta Emittenten kan göra en delvis inlösen av Lånen när och som den relevanta hedgingparten mottar en väsentlig del av återbetalningsbeloppen, eller upphäva Lånen utan att göra någon betalning till innehavarna om den relevanta Emittenten fastställer att återbetalningsbeloppen inte kommer mottagas tidigare än det specificerade long stop-datumet.</p> <p><i>"Inflation Linker":</i> Återbetalningsbeloppet är Lånens Kapitalbelopp multiplicerat med det högsta av en lägsta återbetalningsprocent (angiven som en procentsats av Lånens kapitalbelopp) och kvoten som erhålls genom att dividera Inflationstakten på den slutliga Värderingsdagen med Inflationstakten på Startdagen.</p> |
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|  |  | <p><i>”Barriär Outperformance”-struktur 2:</i> om Korgavkastningen på någon Värderingsdag överstiger Barriärnivån kommer Tilläggsbeloppet beräknas som Lånens Kapitalbelopp multiplicerat med Deltagandegraden och multiplicerat med det högre av Kupongen och Korgavkastningen. Om summan av Korgavkastningen och 1 inte överstiger Barriärnivån på någon Värderingsdag kommer Tilläggsbeloppet vara noll.</p> <p><i>”Barriär Underperformance”-struktur 2:</i> om Korgavkastningen på någon Värderingsdag understiger Barriärnivån kommer Tilläggsbeloppet beräknas som Lånens Kapitalbelopp multiplicerat med Deltagandegraden och multiplicerat med det högre av Kupongen och Korgavkastningen. Om Korgavkastningen inte understiger Barriärnivån på någon Värderingsdag kommer Tilläggsbeloppet vara noll.</p> <p><i>Eftersträvad Volatilitetstrategi:</i> Om Eftersträvad Volatilitetstrategi är tillämplig på Lånen, fastställs den avsedda exponeringen mot underliggande Referenstillgång(ar) eller Korg (<b>”Exponeringen”</b>) genom att jämföra:</p> <ul style="list-style-type: none"> <li>(i) den kortfristiga historiska volatiliteten för underliggande Korg, och</li> <li>(ii) en eftersträvad volatilitetsnivå (<b>”Eftersträvad Volatilitet”</b>),</li> </ul> <p>med förbehåll för ett på förhand bestämt tak eller golv.</p> <p>När underliggande Referenstillgång(ar)s eller Korgs kortfristiga historiska volatilitet ökar, minskar den avsedda Exponeringen mot underliggande Referenstillgång(ar) eller Korg och när underliggande Referenstillgång(ar)s eller Korgs kortfristiga historiska volatilitet minskar, ökar den avsedda exponeringen mot underliggande Referenstillgång(ar) eller Korg.</p> <p><i>”Down and in Option”:</i> En “Down and in Option” är en slags barriär-option som ger en positiv avkastning endast om priset på underliggande Referenstillgång eller Korg faller under en förutbestämd barriärnivå under Lånens löptid. Barriärnivån är satt till en nivå som understiger gällande pris för en Referenstillgång eller Korg vid datumet för utgivande av de relevanta Lånen. Om Referenstillgången eller Korgens värde faller under barriärnivån kommer Tilläggsbeloppet att vara positivt och om Referenstillgångens eller Korgens värde inte faller under barriärnivån kommer Tilläggsbeloppet att vara noll.</p> <p><i>Booster Risk Barrier 2:</i> Booster Risk Barriär 2-strukturen är en kombination av en “at the money” call-option och en “out of the money” put-option. Lösenprisnivån för call-optionen sätts till det gällande priset för en Referenstillgång eller Korg vid datumet för utgivande av de relevanta Lånen. Om Referenstillgångens eller Korgens värde överstiger en förutbestämd barriärnivå bestäms Tilläggsbeloppet genom att multiplicera Lånens Kapitalbelopp med Deltagandegraden och Korgavkastningen (beräknat enligt metoden för att beräkna ”Basket Long” enligt ovan). Lösenprisnivån för put-optionen sätts till ett belopp understigande gällande pris för en Referenstillgång eller Korg vid datumet för utgivande av relevant Lån. Om värdet på sådan Referenstillgång eller Korg sjunker till att understiga den specificerade barriärnivån bestäms Tilläggsbeloppet genom att multiplicera Lånens Kapitalbelopp med Deltagandegraden 2 och Korgavkastningen (beräknat enligt metoden för att beräkna ”Basket Short” enligt ovan)</p> <p><i>”Autocall”-struktur:</i> Om värdet på en underliggande Referenskurs antingen överstiger eller understiger en förutbestämd barriärnivå bestämd i de relevanta Slutliga Villkoren (<b>”Autocall-händelsen”</b>) kommer Lånen att inlösas i förtid. Om Autocall-händelsen inte inträffar före den slutliga Värderingsdagen kommer Lånen att inlösas på Återbetalningsdagen.</p> |
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|  |  | <p><i>Tillämpliga värdeutvecklingsstruktur(er) är: [ ]</i></p> <p><i>[Underliggande Korgavkastningsstruktur är Basket Long/Basket Short-strukturerna]/[Ej tillämpligt]</i></p> <p><i>Valutakomponenter:</i> om Valuta-komponenterna tillämpas på en eller flera värdeutvecklingsstrukturer angivna ovan kan Korgavkastningen eller Referenstillgångsavkastningen justeras genom att de multipliceras med en faktor som återspeglar variationen i en eller flera utländska valutakurser under de relevanta tidsperioderna som mäts eller observeras.</p> <p><i>[Valutakomponenten är tillämplig på Korgavkastningen/Referenstillgångsavkastningen] [Valutakomponenten är ej tillämplig]</i></p> <p><i>Best of/Worst of Modifier:</i> om Best of/Worst of Modifier tillämpas på en eller flera värdeutvecklingsstrukturer angivna ovan ska de relevanta iakttagelserna, värderingarna och beräkningarna av Tilläggsbeloppet fastställas med referens till utvecklingen av den Nth bäst presterande Referenstillgången, istället för till Korgen som helhet. N kommer att vara ett förbestämt värde som finns angivet i de Slutliga Villkoren.</p> <p><i>[Best of/Worst of Modifierare är tillämpligt och värdet av N är: [ ]/Ej tillämpligt]</i></p> <p><i>Lookback Startkurs Modifierare:</i> om Lookback Startkurs Modifierare är tillämpligt beräknas Lånens Tilläggsbelopp baserat på antingen den högsta eller den lägsta Startkursen (vid ingången till en Värderingsperiod) för relevant Korg eller Referenstillgång, såsom närmare anges i Slutliga Villkor.</p> <p><i>[Lookback Startkurs Modifierare är Tillämpligt/ej Tillämpligt]</i></p> <p><i>Lookback Slutkurs Modifierare:</i> om Lookback Slutkurs Modifierare är tillämpligt beräknas Lånens Tilläggsbelopp baserat på antingen den högsta eller den lägsta Slutkursen (vid utgången av en Värderingsperiod) för relevant Korg eller Referenstillgång, såsom närmare anges i Slutliga Villkor.</p> <p><i>[Lookback Slutkurs Modifierare är Tillämpligt/ej Tillämpligt]</i></p> <p><i>Lock-In Modifier:</i> om Lock-In Modifier tillämpas på Lånen ska Korgavkastningen ersättas med Lock-In Korgavkastningen för att beräkna Tilläggsbeloppet i enlighet med en eller flera av de ovanstående värdeutvecklingsstrukturena. "Lock-In-Korgavkastningen" är den förutbestämda procentsats vilken korresponderar mot den högsta lock-in-nivån som uppnås eller överskrids av Korgavkastningen på en Värderingsdag.</p> <p><i>[Lock-In Modifierare är Tillämplig/ej Tillämplig]</i></p> |
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|  |  | <p><i>Kombination av Strukturer</i>: Relevant Emittent kan välja att kombinera en eller flera av värdeutvecklingsstrukturerna som beskrivs ovan i samband med ett utgivande av Lån. Om "Sammanslagning" är specificerat i Slutliga Villkor kommer det totala betalbara Tilläggsbeloppet vara lika med summan av de olika tillämpliga Tilläggsbeloppen i varje fall multiplicerat med en andel som motsvarar den totala andelen av den sammanlagda avkastningen som den relevanta Emittenten avser att varje värdeutvecklingsstruktur bidrar. Om "Subtraktion" är angivet i Slutliga Villkor kommer ett Tilläggsbelopp subtraheras från ett annat. Om "Alternativ Uträkning" är angiven i Slutliga Villkor kommer den värdeutvecklingsstruktur som används för att bestämma Tilläggsbeloppet avvika beroende på huruvida Korgavkastningen på en viss Värderingsdag har överstigit en eller flera förutbestämda Barriärnivåer eller ej, såsom framgår av relevanta Slutliga Villkor.</p> <p><i>[Ej Tillämpligt/Kombination av Strukturer är tillämpligt och de relevanta Värdeutvecklingsstrukturerna finns angivna ovan. Kombinationsmetoden är Sammanslagning/Subtraktion/Alternativ Uträkning]</i></p> <p><i>"Högsta Återbetalningsbelopp"</i>: om ett högsta Återbetalningsbelopp är tillämpligt kommer Återbetalningsbeloppet vara det lägre av (i) det beräknade beloppet i enlighet med en av värdeutvecklingsstrukturerna angivna ovan, och (ii) ett förutbestämt högsta återbetalningsbelopp såsom specificerat i relevanta Slutliga Villkor.</p> <p><i>Ej Tillämpligt/Högsta Återbetalningsbeloppet är [ ]</i></p> <p><i>"Lägsta Återbetalningsbelopp"</i>: om ett lägsta Återbetalningsbelopp är tillämpligt kommer Återbetalningsbeloppet vara det högre av (i) det beräknade beloppet i enlighet med en av värdeutvecklingsstrukturerna angivna ovan och (ii) ett förutbestämt lägsta återbetalningsbelopp såsom specificerat i relevanta Slutliga Villkor.</p> <p><i>Ej Tillämpligt/Lägsta Återbetalningsbeloppet är [ ]</i></p> <p><i>"Inflationsskyddat Kapitalbelopp"</i>: om detta är tillämpligt kommer Återbetalningsbeloppet som fastställts i enlighet med de angivna värdeutvecklingsstrukturerna och/eller Tilläggsbeloppet/Tilläggsbeloppen ovan att multipliceras med utvecklingen i ett angivet inflationsmått, såsom konsumentprisindex, under Lånens löptid.</p> <p><i>Inflationsskyddat Kapitalbelopp är [Tillämpligt/ej Tillämpligt]</i></p> <p><i>TOM Ackumulerande Strategi</i>: TOM Ackumulerande Strategi speglar att en investering görs i särskilda Referenstillgångar ("<b>Risktillgångar</b>") men enbart för en begränsad period varje månad. Vid övriga tidpunkter speglar Lånen ett bundet sparande eller annan investering med fast avkastning. I Slutliga Villkoren anges vilka dagar i vilken månad som helst där dagar behandlas såsom en investering i en bestämd inkomst-investering ("<b>Övriga Tillgångar</b>"), i syfte att beräkna Lånens totala betalbara Tilläggsbelopp.</p> <p>Endast Risktillgångarnas utveckling, eller de Övriga Tillgångarnas utveckling sammanräknat med Risktillgångarnas utveckling (som tillämpligt) kan också beräknas som ett genomsnitt av ett förutbestämt antal kalendermånader som föregår Lånens Återbetalningsdag, i syfte att begränsa Lånens utsatthet för volatilitet i förhållande till Referenstillgångarnas utveckling vid slutet av Lånens löptid.</p> <p><i>TOM Ackumulerande Strategi är [Tillämplig/ej Tillämplig]</i></p> |
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| C.11<br>C.21       | <b>Upptagande till handel på en reglerad marknad:</b> | <p><i>”Lock-in Korggolv:</i> Om Lock-in Korggolv är tillämpligt i förhållande till Lånen, och om Korgavkastningen överstiger Barriärnivån på en Värderingsdag, ska Korgavkastningen ersättas med det högre av Korgavkastningen och en förutbestämd lägsta Korgavkastningsnivå för att bestämma Tilläggsbeloppet i enlighet med relevant värdeutvecklingsstruktur.</p> <p><i>Lock-in Korggolv är [Tillämplig/ej Tillämplig]</i></p> <p>Ansökningar har gjorts för att Lånen inom en period av tolv månader från detta datum ska bli godkända för notering på den officiella listan och för handel på den reglerade marknaden Irish Stock Market Exchange. Programmet tillåter även att Lån utfärdas på förutsättningen att de inte kommer bli godkända för notering, handel och/eller notering av någon behörig myndighet, aktiebörs och/eller marknadssystem eller godkännas för notering, handel och/eller notering på sådan annan eller ytterligare behörig myndighet, aktiebörs och/eller marknadssystem som kan avtalas om med den relevanta Emittenten.</p>                                                                                                                                                                                                                                                                    |
| C.15 <sup>13</sup> | <b>Lånens värde och värdet för det underliggande:</b> | <p><i>Lånen är icke-noterade Lån/Ansökan kommer göras för Lånen för att godkännas för notering på [ ] och för handel på [ ] med verkan från [ ].</i></p> <p>Värdet på Lånen kommer att bestämmas genom hänvisning till värdet av de(n) underliggande Referenstillgång(-ar) och de(n) värdeutvecklingsstruktur(er) som tillämpas på Lånen. Uppgifter om de olika värdeutvecklingsstrukturerna och förhållandet mellan Lånens värde och värdet av det underliggande finns angivet i avsnitt C.10.</p> <p><i>Detaljer om de(n) tillämpliga värdeutvecklingsstrukturen(-erna) och avkastningen på Lånen finns angivet i avsnitt C.10.</i></p> <p>Lånens struktur kan innehålla en deltagandegrad eller annan hävstångs- eller gearingfaktor som används för att fastställa exponeringen mot respektive Referenstillgång(ar), dvs. proportionen av ändring i värdet som tillfaller investeraren i varje individuellt Lån. (Exponeringen mot relevant(a) Referenstillgång(ar) kan dessutom påverkas vid tillämpning av Eftersträvad Volatilitetsstrategi som beskrivs i avsnitt C.10 ovan). Deltagandegraden bestäms av den relevanta Emittenten och fastställs genom, bland annat, löptiden, volatiliteten, marknadsräntan och den förväntade Referenstillgångsavkastningen.</p> <p><i>Den [indikativa] Deltagandegraden är: [ ]</i></p> |
| C.16               | <b>Inlösen- eller förfallodag:</b>                    | <p>Med förbehåll för en förtida återbetalning, kommer inlösendagen (eller den slutliga Återbetalningsdagen) vara Lånens förfallodag.</p> <p><i>Lånens återbetalningsdag är: [ ]</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| C.17               | <b>Avräkningsförfarande:</b>                          | <p>Dagen eller dagarna då värdeutvecklingen i en Referenstillgång mäts eller observeras (<b>”Värderingsdag(ar)”</b> eller <b>”Observationsdag(ar)”</b>) kommer anges i de relevanta Slutliga Villkoren, och kan bestå av flera datum (<b>”Medelvärdesberäkningsdagar”</b>) på vilka genomsnittet av värdeutvecklingen beräknas och ligger till grund för avkastningen på Lånen.</p> <p><i>[Värderingsdagen(-arna) [och de relaterade Medelvärdesberäkningsdagarna] är: [ ]]</i></p> <p><i>[Observationsdagen(-arna) [och de relaterade Medelvärdesberäkningsdagarna] är: [ ]]</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

<sup>13</sup> Avsnitt c.15 till och med 20 bör avlägsnas när det gäller utgivande av enkelt lån.

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|             |                                                 | <p>Avräkning av Lån som representeras av ett Globalt Lån ska ske på den relevanta återbetalningsdagen och kommer att genomföras genom att den relevanta Emittenten betalar Återbetalningsbeloppet (eller Förtida Återbetalningsbelopp, om tillämpligt) till de relevanta Betalningsagenterna för vidare överföring till Euroclear och Clearstream, Luxemburg. Investerare kommer motta sina återbetalningssummor till sina konton i Euroclear och Clearstream, Luxemburg, i enlighet med sedvanliga avräkningsförfaranden hos Euroclear och Clearstream, Luxemburg.</p> <p>Med hänsyn till Lån av definitiv typ kommer betalning av Återbetalningsbeloppet (eller Förtida Återbetalningsbelopp, om tillämpligt) göras mot presentation och överlämnande det individuella Lånet vid det angivna betalningsagent- eller registratorkontoret.</p> <p>Avräkning av VP-Lån ska ske i enlighet med VP-reglerna, avräkning av VPS-Lån ska ge i enlighet med VPS-reglerna, avräkning av Svenska Lån ska ske i enlighet med Euroclear Swedens regler och avräkning av Finska Lån ska ske i enlighet med Euroclear Finlands regler.</p> <p><i>Avräkning av Lån ska ske: [ ]</i></p> |
| <b>C.18</b> | <b>Avkastning:</b>                              | <p>Avkastningen eller Återbetalningsbeloppet som ska betalas till Investerarna kommer fastställas med referens till värdeutvecklingen för de underliggande Referenstillgångarna/-enheterna inom en specifik räntestruktur eller värdeutvecklingsstruktur som är tillämplig för Lånen. Detaljer om olika ränte- och värdeutvecklingsstrukturer finns angivna i avsnitt C.9 och C.10.</p> <p><i>Detaljer kring de(n) tillämpliga ränte- och utvecklingsstrukturen(-erna) och avkastningen på Lånen finns angivna i avsnitt C.9 och C.10.</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>C.19</b> | <b>Optionskurs eller Slutligt Referenspris:</b> | <p>Det slutliga referenspriset på de(n) relevanta Referenstillgången(-arna) kommer ha en inverkan på Återbetalningsbeloppet som ska betalas till Investerare. Det slutliga referenspriset kommer fastställas på de(n) tillämpliga Värderingsdagen(-arna) som anges i de relevanta Slutliga Villkoren.</p> <p><i>Det slutliga referenspriset på Referenstillgångarna kommer att beräknas som [stängningskurs]/[genomsnittliga slutkurser] som publicerats av [•] på vardera av [•], [•] och [•].</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>C.20</b> | <b>Typ av underliggande:</b>                    | <p>Det underliggande kan utgöra en, eller en kombination, av följande: aktier, tillgångar, index, referensenheter, räntesatser, fonder, råvaror eller valutor.</p> <p><i>Typ av underliggande är: [ ].</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|             | <b>Avsnitt D - Risker</b>                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>D.2</b>  | <b>Risker specifika för Emittenterna:</b>       | <p>Vid förvärv av Lån påtar sig investerarna risken att den relevanta Emittenten kan bli insolvent eller på annat sätt bli oförmögen att betala förfallna belopp hänförliga till Lånen. Det finns ett stort antal faktorer som var för sig eller tillsammans kan leda till att den relevanta Emittenten blir oförmögen att betala förfallna belopp hänförliga till Lånen. Det är inte möjligt att identifiera alla sådana faktorer eller fastställa vilka faktorer som är mest troliga att inträffa, eftersom den relevanta Emittenten kan vara ovetande om alla relevanta faktorer samt att vissa faktorer som denne för närvarande inte anser vara relevanta kan komma att bli relevanta till följd av händelser som inträffar och som befinner sig utanför den relevanta Emittentens kontroll. Emittenterna har i Grundprospektet identifierat ett antal faktorer som avsevärt skulle kunna inverka negativt på dess respektive verksamhet och förmåga att under Lånen betala förfallna belopp. Dessa faktorer innefattar:</p> <p><b><i>Risker med anknytning till aktuella makroekonomiska förhållanden</i></b></p>                                                   |

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|  | <p>Risker med anknytning till den europeiska ekonomiska krisen har haft och kan, trots den senaste periodens stabilisering, även i fortsättningen komma att ha, en negativ påverkan på den globala ekonomin och finansmarknaderna. Om förhållandena kvarstår, eller om turbulens uppstår på dessa eller andra marknader, kan det på ett betydande sätt negativt påverka Nordea-koncernens förmåga att få tillgång till kapital och likviditet på ekonomiska villkor som Nordea-koncernen kan acceptera.</p> <p>Vidare påverkas Nordea-koncernens resultat på ett betydande sätt av det allmänna ekonomiska läget i de länder där den bedriver verksamhet, i synnerhet på de nordiska marknaderna (Danmark, Finland, Norge och Sverige). En negativ utveckling för ekonomin och marknadsförhållanden där koncernen bedriver verksamhet, kan negativt påverka koncernens verksamhet, finansiella tillstånd och verksamhetsresultat och det åtgärder som Nordea-koncernen vidtar kan visa sig otillräckliga för att minska kredit-, marknads- och likviditetsrisker.</p> <p><b><i>Risker med anknytning till Nordea-koncernens kreditportfölj</i></b></p> <p>Negativa ändringar i kreditvärdigheten hos Nordea-koncernens låntagare och motparter, eller en minskning i värdet för säkerheter, kommer sannolikt påverka Nordea-koncernens återhämtningsmöjligheter och värdet av dess tillgångar, vilket kan kräva en ökning av företagets enskilda regler och eventuellt i de kollektiva reglerna för dåliga lån. En betydande ökning i storleken på Nordeas avsättningar för låneförluster och låneförluster som inte täcks av avsättningar, skulle på ett betydande sätt negativt påverka Nordea-koncernens verksamhet, finansiella läge och verksamhetsresultat.</p> <p>Nordea-koncernen är exponerad för motparter kreditrisker, förlikningsrisker och överlåtelsrisker i förhållande till transaktioner som genomförs inom sektorn för finansiella tjänster och denna sektors handel med finansiella instrument. Om motparterna inte klarar att fullgöra sina åtaganden kan detta på ett betydande sätt negativt påverka Nordea-koncernens verksamhet, ekonomiska läge och verksamhetsresultat.</p> |
|  | <p><b><i>Risker med anknytning till marknadsexponering</i></b></p> <p>Värdet på finansiella instrument som ägs av Nordea-koncernen är känsliga för volatiliteten i, och korrelationer mellan, olika marknadsvariabler, bland annat räntor, kreditspridningar, aktiepriser och utländska valutakurser. Nedskrivningar eller avskrivningar som kostnadsförts kan på ett betydande sätt negativt påverka Nordea-koncernens verksamhet, ekonomiska läge och verksamhetsresultat, medan finansmarknadens resultat och volatila marknadsförhållanden kan resultera i en betydande minskning i Nordea-koncernens handels- och investeringsinkomster, eller leda till en handelsförlust.</p> <p><b><i>Nordea-koncernen är utsatt för strukturella marknadsrisker</i></b></p> <p>Nordea-koncernen är utsatt för strukturell ränteinkomstrisk när det råder ett missförhållande mellan perioder då räntesatser förändras, volymer eller referensräntor för sina tillgångar, skulder och derivat. Nordea-koncernen är även utsatt för valutakonverteringsrisk som uppstår genom företagets svenska och norska bankverksamheter när den sammanställer koncernens konsoliderade årsredovisning i sin funktionella valuta, euron. Om ett missförhållande råder under en viss period, vid ändringar i räntan, eller om valutariskexponeringen inte hedgas tillräckligt, kan det på ett betydande sätt få en negativ påverkan för Nordea-koncernens ekonomiska läge och verksamhetsresultat.</p> <p><b><i>Risker med anknytning till likviditets- och kapitalkrav</i></b></p> <p>En betydande andel av Nordea-koncernens likviditets- och finansieringskrav</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

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|  | <p>uppfylls genom insättningar från kunder, samt även en kontinuerlig tillgång till marknader för storskaliga lån, bland annat utfärdandet av långfristiga skuldebrev, t.ex. säkerställda obligationer. Turbulens på de globala finansmarknaderna och ekonomin kan negativt påverka Nordea-koncernens likviditet och villigheten hos vissa motparter och kunder att göra affärer med Nordea-koncernen.</p> <p>Nordea-koncernens verksamhetsresultat kan påverkas om de kapitaltäckningsnivåer som måste upprätthållas enligt tillämpligt regelverk, innefattandes europaparlamentets och rådets direktiv 2013/36/EU, europaparlamentets och rådets förordning nr. 575/2013 och de andra regler som reglerar kapitaltäckning, eller andra krav som är tillämpliga på någon Emittent eller Nordea-koncernen och som medför (ensamt eller tillsammans med andra regler och förordningar) krav för att finansiella instrument ska kunna inräknas i någon Emittents eller Nordea-koncernens regulatoriska kapital (var för sig eller på konsoliderad basis, som tillämpligt) i den utsträckning som krävs enligt direktiv 2013/36/EU, förordning nr. 575/2013, inklusive de tekniska standarder släppta av europeiska bankmyndigheten (EBA) (eller dess efterträdare eller ersättare) ("CRD IV"), minskar eller anses otillräckliga.</p> <p>Nordea-koncernens finansieringskostnader och företagets tillgång till skuldkapitalmarknader påverkas på ett betydande sätt av dess kreditbetyg. En sänkning av kreditbetyget kan negativt påverka Nordea-koncernens tillgång till likviditet och dess konkurrensläge, och därför på ett betydande sätt negativt påverka företagets verksamhet, ekonomiska tillstånd och verksamhetsresultat.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|  | <p><b>Andra risker med anknytning till Nordea-koncernens verksamhet</b></p> <p>För att Nordea-koncernens verksamhet ska fungera måste företaget kunna genomföra ett stort antal komplexa transaktioner på olika marknader i många valutor. Transaktioner genomförs genom många olika enheter. Trots att Nordea-koncernen har implementerat riskkontroller och vidtagit andra åtgärder för att minska exponeringen och/eller förlusterna, finns inga garantier för att sådana procedurer kommer att vara effektiva i att hantera de olika verksamhetsrisker som Nordea-koncernen står inför, eller att Nordea-koncernens rykte inte skadas genom förekomsten av operationell risk.</p> <p>Nordea-koncernens verksamheter i Ryssland och Baltikum – marknader som vanligen är mer volatila och mindre ekonomiskt och politiskt utvecklade än marknaderna i Västeuropa och Nordamerika – innebär olika risker som inte gäller, eller gäller i mindre grad, för företagets verksamheter i Norden. Vidare är vissa av dessa marknader vanligtvis mer volatila och mindre utvecklade rent ekonomiskt och politisk än marknader i Västeuropa och Nordamerika.</p> <p>Nordea-koncernens resultat bygger till stor del på dess anställdas höga kompetens och yrkesskicklighet. Nordea-koncernens fortsatta förmåga att konkurrera effektivt och implementera sin strategi är beroende av förmågan att dra till sig nya anställda och att behålla och motivera befintliga anställda. Nya regulatoriska begränsningar, såsom nyligen införda begränsningar på vissa typer av ersättningar som får betalas av kreditinstitut och värdepappersbolag som följer av CRD IV, kan negativt inverka på Nordea-koncernens förmåga att attrahera ny personal och att behålla och motivera nuvarande personal. Förluster av vissa nyckelpersoner, särskilt om de går över till konkurrenter, eller en oförmåga att dra till sig och behålla högkompetent personal i framtiden, kan få en negativ effekt på Nordea-koncernens verksamhet.</p> <p>Det råder konkurrens om de olika typer av banktjänster och produkter som Nordea-koncernen erbjuder. Det finns inga garantier för att Nordea-</p> |

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|     |                                    | <p>koncernen kommer att behålla sin konkurrensposition.</p> <p><b>Risker med anknytning till lagar och regulatoriska krav på området där Nordea-koncernen bedriver sin verksamhet</b></p> <p>Nordea Group måste följa ett stort antal regler och kontrolleras av olika myndigheter, såväl som lagar och bestämmelser, administrativa påbud och policyer i de olika jurisdiktioner som företaget verkar, vilka alla kan ändras. Detta kan vid var tid för förändring innebära betydande utgifter.</p> <p>Nordea-koncernen kan ådra sig betydande kostnader för kontroller och uppfyllandet av nya kapitalkrav, samt krav på återvinning och upplösning, vilket även kan påverka befintliga affärsmodeller. Vidare finns inga garantier om att brott mot lagar och bestämmelser av Nordea-koncernen inte sker eller att, om ett sådant brott sker, företaget inte får betala stora skadestånd eller böter.</p> <p>Under normal drift av verksamheten gäller för Nordea-koncernen att det förekommer risker med anknytning till myndigheters kontroller och skadestånd. Nordea-koncernen är föremål för många olika anspråk, tvister, processer och statliga utredningar i jurisdiktioner där företaget är aktivt. Dessa slags anspråk och processer utsätter Nordea-koncernen för risker för monetära skadestånd, direkta eller indirekta förluster (bl.a. rättskostnader), direkt eller indirekt ekonomisk förlust, civilrättsliga och straffrättsliga sanktioner, förlust av licenser eller goodwill-skada, samt även risken för restriktioner för verksamhetens fortsatta drift.</p>                                                                                                                                                                                                                                                                |
|     |                                    | <p>Nordea-koncernens verksamhet beskattas olika runt om i världen i enlighet med lokala lagar och praxis. Lagändringar eller beslut av skattemyndigheterna kan skada Nordea-koncernens nuvarande eller tidigare skatteläge.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| D.3 | <b>Risker specifika för Lånen:</b> | <p>Risker finns även i samband med emission av Lånen under Programmet och särskilda typer av Lån, vilka potentiella investerare noga ska beakta, så att de är införstådda i dessa risker innan ett investeringsbeslut fattas avseende Lånen, bland annat följande:</p> <ul style="list-style-type: none"> <li>• <i>Produktens komplexitet</i> – avkastningsstrukturen för strukturerade Lån är ibland komplex och kan innehålla matematiska formler eller samband som, för en investerare, kan vara svåra att förstå och jämföra med andra investeringsalternativ. Noteras bör att relationen mellan avkastning och risk kan vara svår att utvärdera.</li> <li>• <i>Lån vars kapitalbelopp inte är garanterat</i> – Lån vars kapitalbelopp inte är garanterade får emitteras enligt Programmet. Om Lånens kapitalbelopp inte är garanterade, finns ingen garanti för att avkastningen som en investerare får på Lånen vid inlösen kommer att överstiga eller vara lika med kapitalbeloppet.</li> <li>• <i>Prissättning av strukturerade Lån</i> – Prissättningen av strukturerade Lån bestäms vanligen av Emittenten ifråga, och inte utifrån förhandlade villkor. Det kan därför uppstå en intressekonflikt mellan Emittenten ifråga och investerarna, i det att Emittenten ifråga kan påverka prissättningen och försöker generera en vinst eller undvika en förlust i relation till de underliggande referenstillgångarna. Emittenterna har ingen skyldighet att agera i Innehavarnas intresse.</li> <li>• <i>Referenstillgångarnas värdeutveckling</i> – Med strukturerade Lån är Innehavarnas rätt till avkastning och ibland återbetalningen av kapitalbeloppet, beroende av hur bra värdeutvecklingen är för en eller flera referenstillgångar och den gällande avkastningsstrukturen. Värdet på strukturerade tillgångar påverkas</li> </ul> |

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|  |  | <p>av värdet på referenstillgångarna vid vissa tidpunkter under värdepapprens löptid, hur starkt priserna hos referenstillgångarna varierar, förväntningarna angående den framtida volatiliteten, marknadsräntorna och förväntade utdelningar på referenstillgångarna.</p> <ul style="list-style-type: none"> <li>• <i>Valutafluktuationer.</i> Växelkurserna för utländska valutor kan påverkas av komplexa politiska och ekonomiska faktorer, inklusive relativa inflationstakter, betalningsbalansen mellan länder, storleken på regeringars budgetöverskott eller budgetunderskott och den monetära, skatte- och/eller handelspolitiska policy som följs av de relevanta valutornas regeringar. Valutafluktuationer kan påverka värdet eller nivån hos Referenstillgångarna på komplexa sätt. Om sådana valutafluktuationer får värdet eller nivån hos Referenstillgångarna att variera, så kan värdet eller nivån på Lånen falla. Om värdet eller nivån hos en eller flera Referenstillgång(ar) är utfärdad(e) i en valuta som är annan än valutan i vilken Lånen är utfärdade, så kan investerarna vara utsatta för en ökad risk som kommer från växelkurser för främmande valutor. Tidigare växelkurser för utländska valutor är inte nödvändigtvis indikationer beträffande framtida växelkurser för utländska valutor.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|  |  | <ul style="list-style-type: none"> <li>• <i>Aktier som Referenstillgångar</i> – aktielänkade Lån är inte sponsrade eller främjade av Emittenten av aktierna. Emittenten av aktierna har därför inte någon skyldighet att beakta intresset för dem som investerat i Lånen varför åtgärder tagna av en sådan emittent av aktier skulle kunna negativt påverka Lånens marknadsvärde. Den som investerat i Lånen har inte rätt att få några utbetalningar eller andra utdelningar till vilka en direkt ägare av de underliggande aktierna annars skulle ha rätt.</li> <li>• <i>Index som Referenstillgångar</i> – Lån som baserar sig på index som Referenstillgångar kan få lägre betalning vid inlösen av sådana Lån än om han eller hon hade investerat direkt i de aktier/tillgångar som utgör indexet. Sponsorn av vilket som helst index kan lägga till, ta bort eller ersätta komponenter eller göra metodändringar som kan påverka nivån på sådant index och därmed den avkastning som skall betalas till investerare i Lånen. Nordea-koncernen kan också ta del i att skapa, strukturera och underhålla indexportföljer och indexstrategier (och kan även agera indexsponsor i förhållande därtill) (gemensamt "<b>Egna Sammansatta Index</b>"). Det kan därför uppstå intressekonflikter för Emittenterna i deras roll som Emittent av sådana Lån och i deras ställning i att upprätta, marknadsföra, främja eller administrera sådana index.</li> <li>• <i>Råvaror som Referenstillgångar</i> – att handla i råvaror är spekulativt och kan vara extremt volatilt eftersom råvarupriser påverkas av faktorer som är oförutsägbara, såsom ändringar i relationerna mellan tillgång och efterfrågan, vädermönster och regeringars politik. Råvarukontrakt kan även handlas direkt mellan marknadsaktörer "over-the-counter" på handelsplatser som är föremål för minimal eller ingen substantiell reglering. Detta ökar riskerna som sammanhänger med likviditets- och prishistorik för de relevanta kontrakten. Lån som är länkade till terminskontrakt för råvaror kan ge en annan avkastning än Lån som är länkade till den relevanta fysiska råvaran, eftersom priset på ett terminskontrakt för en råvara allmänt innefattar en premie eller en rabatt jämfört med dagspriset för den underliggande råvaran.</li> </ul> |

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|                               |                                                             | <ul style="list-style-type: none"> <li>• <i>Exponering mot en korg av Referenstillgångar</i> – där det underliggande är en eller flera korgar av Referenstillgångar, bär investerarna risken för värdeutvecklingen för var och en av delarna som korgen innehåller. Där det är en hög nivå av ömsesidigt beroende mellan de individuella delarna av korgens innehåll, så kan en ändring i värdeutvecklingen hos korgens delar överdriva värdeutvecklingen i Lånen. Dessutom kan en liten korg eller en olikartat viktad korg göra korgen sårbar för ändringar i värdet hos vilken som helst av de specifika korgkomponenterna. Varje beräkning eller värde som berör en korg med ”bästa av” eller ”sämsta av”-inslag kan producera resultat som skiljer sig mycket från dem som tar hänsyn till korgens värdeutveckling i dess helhet.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|                               |                                                             | <ul style="list-style-type: none"> <li>• <i>Kreditlänkade Lån</i> – en investering i kreditlänkade Lån för med sig en exponering mot kreditrisken hos en specifik Referenstillgång eller korg av Referensenheter utöver i förhållande till den relevanta Emittenten. En reduktion av kreditvärdigheten hos en Referensenhet kan ha en väsentlig negativ effekt på marknadsvärdet för de relevanta Lånen och betalningarna av kapitalbeloppet och upplupen ränta. När en Kredithändelse inträffar, så kan den relevanta Emittentens skyldighet att betala kapitalbeloppet ersättas av en skyldighet att betala andra belopp beräknade med referens till värdet hos Referensenheten. Eftersom inga av Referensenheterna bidrog till framställandet av Grundprospektet, så finns ingen garanti för att alla väsentliga händelser eller informationer som relaterar till finansiell värdeutveckling eller kreditvärdigheten hos Referensenheterna har offentliggjorts vid den tidpunkt då Lånen emitterades.</li> <li>• <i>Automatisk Förtida Återbetalning</i> – vissa typer av Lån kan automatiskt återbetalas före deras planerade förfallodatum om vissa villkor är uppfyllda. I en del fall kan detta resultera i en förlust av en del eller hela investerarens investering.</li> <li>• <i>Lån som är föremål för valfri återbetalning av Emittenten</i> – en valfri återbetalning kan sannolikt minska Lånens marknadsvärde.</li> <li>• <i>Lån emitterade med väsentlig rabatt eller premie</i> – marknadsvärdet av Lånen av denna typ tenderar att fluktuera mer i relation till allmänna ändringar i räntesatser än priser för konventionella räntebärande värdepapper.</li> </ul> <p>Det finns också vissa risker rörande Lånen i allmänhet, såsom modifikationer och undantag, risken för kvarhållande i enlighet med Rådets Sparandedirektiv (2003/48/EG) och lagändringar.</p> |
| <b>D.6</b>                    | <b>Riskvarning:</b> <sup>14</sup>                           | En investering i relativt komplexa värdepapper, såsom Lånen, för med sig en högre risk än att investera i mindre komplexa värdepapper. Speciellt, i en del fall, kan investerare förlora värdet av hela sin investering eller delar därav, från fall till fall.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Sektion E - Erbjudande</b> |                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>E.2b</b>                   | <b>Motiv till Erbjudandet och användning av intäkterna:</b> | Om ej annat anges, kommer nettointäkterna från Lånen att användas för allmänna bank- och företagsändamål hos Emittenten och Nordea-koncernen.<br><br>[Nettointäkterna kommer att användas till: [ ]]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>E.3</b>                    | <b>Villkor för</b>                                          | En Investerare som avser att förvärva eller förvärvar något Lån från en Auktoriserad Säljare kommer att göra detta, och erbjudanden och försäljning                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

<sup>14</sup> Att avlägsnas i fall av utfärdande av enkelt lån.

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|            | <b>Erbjudandet:</b>                                            | <p>av Lån till en investerare gjorda av en Auktoriserad Säljare kommer att göras, i enlighet med villkor och andra arrangemang som föreligger mellan en sådan Auktoriserad Säljare och sådan investerare inklusive pris, allokering och arrangemang för betalning och leverans.</p> <p><i>Ej tillämpligt; Lånen emitteras i värden på åtminstone €100,000 (eller motsvarande belopp i annan valuta)./Ett Erbjudande av Lånen till allmänheten kommer att givas i "Erbjudanden till Allmänheten-Jurisdiktioner" under Erbjudandeperioden [Sammanfatta detaljer för "Erbjudanden till Allmänheten" som är inkluderade i "Distribution – Erbjudanden till Allmänheten" och "Villkor för Lånen", punkterna i Del B av de Slutliga Villkoren.]</i></p>                                                                          |
| <b>E.4</b> | <b>Relevanta intressen/intressekonflikter för Erbjudandet:</b> | <p>Handlare och Auktoriserade Säljare kan betalas genom avgifter i samband med emissionen av Lånen inom detta Program.</p> <p><i>Såvitt Emittenten känner till, har ingen person involverad i emissionen av Lånen något intresse som är relevant för Erbjudandet./[ ].</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>E.7</b> | <b>Beräknade kostnader:</b>                                    | <p>Det förväntas inte att den relevanta Emittenten kommer att debitera några utgifter till investerare i samband med någon emission av Lån. Andra Auktoriserade Säljare kan emellertid debitera utgifter till investerare. Utgifter som är debiterbara för en Auktoriserad Säljare skall debiteras i enlighet med kontraktsmässiga arrangemang som överenskommits mellan Investeraren och en aktuell Auktoriserad Säljare vid tiden för det relevanta erbjudandet. Sådana utgifter (om några) skall fastställas från fall till fall.</p> <p><i>Emittenten [eller någon Auktoriserad Säljare] debiterar inte investerare för några utgifter./Den Auktoriserade Säljaren/na kommer att debitera investerarna för utgifter. De uppskattade utgifterna som debiteras investerarna av de Auktoriserade Säljarna är [ ].</i></p> |

## APPENDIX 2

### SELECTED FINANCIAL INFORMATION

The tables below show certain selected summarised financial information which, without material changes, is derived from NBAB's and NBF's audited consolidated financial statements for the year ended 31 December 2013 and unaudited consolidated financial statements for the year ended 31 December 2014 (in the case of NBAB) or the six months ended 30 June 2014 (in case of NBF), which are set out in the Annexes to this Supplement and the Base Prospectus.

NBAB's and NBF's consolidated financial statements are prepared in accordance with the International Financial Reporting Standards ("IFRS") and interpretations of such standards by the International Financial Reporting Interpretations Committee, as endorsed by the EU Commission. In addition, certain complementary rules in the Swedish Act on Annual Reports in Credit Institutions and Securities Companies (1995:1559) and the recommendation RFR 1 "Supplementary Accounting Rules for Groups", and UFR statements issued by the Swedish Financial Reporting Board as well as the accounting regulations of the SFSA's (FFFS 2008:25, with amendments in FFFS 2009:11 and 2011:54), have also been applied in the preparation of NBAB's accounts.

The tables below shall be read together with the auditor's report (in the case of NBAB's and NBF's audited consolidated financial statements for the year ended 31 December 2013) and the notes thereto.

#### A. NBAB

##### Income Statement

|                                                                                           | Group                  |        |        |
|-------------------------------------------------------------------------------------------|------------------------|--------|--------|
|                                                                                           | Year ended 31 December |        |        |
|                                                                                           | 2014                   | 2013   | 2012   |
|                                                                                           | (EUR millions)         |        |        |
| Interest income.....                                                                      | 9,995                  | 10,604 | 11,939 |
| Interest expense .....                                                                    | -4,513                 | -5,079 | -6,376 |
| Net interest income .....                                                                 | 5,482                  | 5,525  | 5,563  |
| Fee and commission income .....                                                           | 3,799                  | 3,574  | 3,258  |
| Fee and commission expense .....                                                          | -957                   | -932   | -790   |
| Net fee and commission income .....                                                       | 2,842                  | 2,642  | 2,468  |
| Net result from items at fair value.....                                                  | 1,425                  | 1,539  | 1,774  |
| Profit from companies accounted for under the equity method.....                          | 18                     | 79     | 93     |
| Other operating income .....                                                              | 457                    | 106    | 100    |
| Total operating income.....                                                               | 10,224                 | 9,891  | 9,998  |
| Operating expenses                                                                        |                        |        |        |
| General administrative expenses:                                                          |                        |        |        |
| Staff costs.....                                                                          | -3,149                 | -2,978 | -2,989 |
| Other expenses.....                                                                       | -1,635                 | -1,835 | -1,808 |
| Depreciation, amortisation and impairment charges of tangible and intangible assets ..... | -582                   | -227   | -267   |
| Total operating expenses .....                                                            | -5,366                 | -5,040 | -5,064 |
| Profit before loan losses .....                                                           | 4,858                  | 4,851  | 4,934  |
| Net loan losses .....                                                                     | -534                   | -735   | -895   |
| Operating profit .....                                                                    | 4,324                  | 4,116  | 4,039  |
| Income tax expense .....                                                                  | -953                   | -1,009 | -970   |
| Net profit for the period from continuing operations.....                                 | 3,371                  | 3,107  | 3,069  |
| Net profit for the period from discontinued operations, after tax....                     | -39                    | 9      | 57     |
| Net profit for the period.....                                                            | 3,332                  | 3,116  | 3,126  |
| Attributable to:                                                                          |                        |        |        |
| Shareholders of Nordea Bank AB (publ) .....                                               | 3,332                  | 3,116  | 3,119  |
| Non-controlling interests .....                                                           | -                      | -      | 7      |
| Total .....                                                                               | 3,332                  | 3,116  | 3,126  |

## Balance Sheet

|                                                                                    | Group          |         |         |
|------------------------------------------------------------------------------------|----------------|---------|---------|
|                                                                                    | 31 December    |         |         |
|                                                                                    | 2014           | 2013    | 2012    |
|                                                                                    | (EUR millions) |         |         |
| Assets                                                                             |                |         |         |
| Cash and balances with central banks .....                                         | 31,067         | 33,529  | 36,060  |
| Loans to central banks .....                                                       | 6,958          | 11,769  | 8,005   |
| Loans to credit institutions .....                                                 | 12,217         | 10,743  | 10,569  |
| Loans to the public .....                                                          | 348,085        | 342,451 | 346,251 |
| Interest-bearing securities .....                                                  | 87,110         | 87,314  | 86,626  |
| Financial instruments pledged as collateral .....                                  | 12,151         | 9,575   | 7,970   |
| Shares .....                                                                       | 39,749         | 33,271  | 28,128  |
| Derivatives .....                                                                  | 105,119        | 70,992  | 118,789 |
| Fair value changes of the hedged items in portfolio hedge of interest rate risk .. | 256            | 203     | -711    |
| Investments in associated undertakings .....                                       | 487            | 630     | 585     |
| Intangible assets .....                                                            | 2,908          | 3,246   | 3,425   |
| Property and equipment .....                                                       | 509            | 431     | 474     |
| Investment property .....                                                          | 3,227          | 3,524   | 3,408   |
| Deferred tax assets .....                                                          | 130            | 62      | 266     |
| Current tax assets .....                                                           | 132            | 31      | 78      |
| Retirement benefit assets .....                                                    | 42             | 321     | 142     |
| Other assets .....                                                                 | 17,581         | 11,064  | 15,554  |
| Prepaid expenses and accrued income .....                                          | 1,614          | 2,383   | 2,559   |
| Assets held for sale .....                                                         | -              | 8,895   | -       |
| Total assets .....                                                                 | 669,342        | 630,434 | 668,178 |
| Liabilities                                                                        |                |         |         |
| Deposits by credit institutions .....                                              | 56,322         | 59,090  | 55,426  |
| Deposits and borrowings from the public .....                                      | 197,254        | 200,743 | 200,678 |
| Liabilities to policyholders .....                                                 | 51,843         | 47,226  | 45,320  |
| Debt securities in issue .....                                                     | 194,274        | 185,602 | 183,908 |
| Derivatives .....                                                                  | 97,340         | 65,924  | 114,203 |
| Fair value changes of the hedged items in portfolio hedge of interest rate risk .. | 3,418          | 1,734   | 1,940   |
| Current tax liabilities .....                                                      | 368            | 303     | 391     |
| Other liabilities .....                                                            | 26,973         | 24,737  | 24,773  |
| Accrued expenses and prepaid income .....                                          | 1,943          | 3,677   | 3,903   |
| Deferred tax liabilities .....                                                     | 983            | 935     | 976     |
| Provisions .....                                                                   | 305            | 177     | 389     |
| Retirement benefit obligations .....                                               | 540            | 334     | 469     |
| Subordinated liabilities .....                                                     | 7,942          | 6,545   | 7,797   |
| Liabilities held for sale .....                                                    | -              | 4,198   | -       |
| Total liabilities .....                                                            | 639,505        | 601,225 | 640,173 |
| Equity                                                                             |                |         |         |
| Non-controlling interests .....                                                    | 2              | 2       | 5       |
| Share capital .....                                                                | 4,050          | 4,050   | 4,050   |
| Share premium reserve .....                                                        | 1,080          | 1,080   | 1,080   |
| Other reserves .....                                                               | -1,201         | -159    | 340     |
| Retained earnings .....                                                            | 25,906         | 24,236  | 22,530  |
| Total equity .....                                                                 | 29,837         | 29,209  | 28,005  |
| Total liabilities and equity .....                                                 | 669,342        | 630,434 | 668,178 |
| Assets pledged as security for own liabilities .....                               | 163,041        | 174,418 | 159,924 |
| Other assets pledged .....                                                         | 11,265         | 7,467   | 10,344  |
| Contingent liabilities .....                                                       | 22,017         | 20,870  | 21,157  |
| Credit commitments .....                                                           | 74,291         | 78,332  | 84,914  |
| Other commitments .....                                                            | 1,644          | 1,267   | 1,294   |

## Cash Flow Statement

|                                                                                             | Group                  |        |        |
|---------------------------------------------------------------------------------------------|------------------------|--------|--------|
|                                                                                             | Year ended 31 December |        |        |
|                                                                                             | 2014                   | 2013   | 2012   |
|                                                                                             | <i>(EUR millions)</i>  |        |        |
| Operating activities                                                                        |                        |        |        |
| Operating profit .....                                                                      | 4,324                  | 4,116  | 4,039  |
| Profit for the period from discontinued operations, after tax.....                          | -39                    | 9      | 57     |
| Adjustment for items not included in cash flow .....                                        | 8,137                  | 4,492  | 3,199  |
| Income taxes paid .....                                                                     | -966                   | -1,010 | -662   |
| Cash flow from operating activities before changes in operating assets and liabilities..... | 11,456                 | 7,607  | 6,633  |
| Cash flow from operating activities .....                                                   | -10,824                | 6,315  | 19,754 |
| Cash flow from investing activities.....                                                    | 3,254                  | 572    | 774    |
| Cash flow from financing activities .....                                                   | -1,040                 | -1,927 | -170   |
| Cash flow for the period.....                                                               | -8,610                 | 4,960  | 20,358 |
| Cash and cash equivalents at the beginning of period .....                                  | 45,670                 | 42,808 | 22,606 |
| Translation differences .....                                                               | 2,623                  | -2,098 | -156   |
| Cash and cash equivalents at the end of period.....                                         | 39,683                 | 45,670 | 42,808 |
| Change .....                                                                                | -8,610                 | 4,960  | 20,358 |

## APPENDIX 3

### UTVALD FINANSIELL INFORMATION

***Den beskrivning av utvald finansiell information som återfinns nedan är en inofficiell översättning av den engelska texten som återfinns omedelbart före detta avsnitt och investerare rekommenderas att även läsa och ta till sig de engelska beskrivningarna då dessa kan avvika från den svenska översättningen.***

Nedanstående tabeller visar viss, utvald, finansiell information i sammandrag som, utan väsentliga ändringar, hämtats från NBAB och NBF:s reviderade redovisningar för det år som slutar den 31 december 2013 och oreviderade konsoliderade finansiella rapporter för det år som slutade 31 december 2014 (för NBAB) eller de sex månader som slutade 30 juni 2014 (för NBF), vilka återfinns som bilagor till detta Tilläggsprospekt och Grundprospektet.

NBAB och NBF:s konsoliderade redovisning upprättas i enlighet med International Financial Reporting Standards (IFRS), med tillhörande tolkningar från International Financial Reporting Interpretations Committee (IFRIC), godkända av EU-kommissionen. Vidare har vissa kompletterande regler i enlighet med lag (1995:1559) om årsredovisning i kreditinstitut och värdepappersbolag (ÅRKL), rekommendation RFR 1 "Kompletterande redovisningsregler för koncerner" och uttalanden från Rådet för finansiell rapportering (UFR) samt Finansinspektionens föreskrifter (FFFS 2008:25 med ändringar i FFFS 2009:11 och 2011:54) tillämpats för framställningen av NBAB:s räkenskaper.

Nedanstående tabeller skall läsas tillsammans med revisionsberättelsen (i förhållande till NBAB:s och NBF:s reviderade konsoliderade årsredovisningar för det år som slutar den 31 december 2013) och de tillhörande noterna.

## A. NBAB

### Resultaträkning, Koncernen

|                                                                         | Koncernen                   |        |        |
|-------------------------------------------------------------------------|-----------------------------|--------|--------|
|                                                                         | Årsslut per den 31 december |        |        |
|                                                                         | 2014                        | 2013   | 2012   |
|                                                                         | (Miljoner EUR)              |        |        |
| Ränteintäkter .....                                                     | 9 995                       | 10 604 | 11 939 |
| Räntekostnader .....                                                    | -4 513                      | -5 079 | -6 376 |
| Räntenetto .....                                                        | 5 482                       | 5 525  | 5 563  |
| Avgifts- och provisionsintäkter .....                                   | 3 799                       | 3 574  | 3 258  |
| Avgifts- och provisionskostnader .....                                  | -957                        | -932   | -790   |
| Avgifts- och provisionsnetto .....                                      | 2 842                       | 2 642  | 2 468  |
| Nettoresultat av poster till verkligt värde .....                       | 1 425                       | 1 539  | 1 774  |
| Andelar i intresseföretags resultat .....                               | 18                          | 79     | 93     |
| Övriga rörelseintäkter .....                                            | 457                         | 106    | 100    |
| Summa rörelseintäkter .....                                             | 10 224                      | 9 891  | 9 998  |
| Rörelsekostnader                                                        |                             |        |        |
| Allmänna administrationskostnader:                                      |                             |        |        |
| Personalkostnader .....                                                 | -3 149                      | -2 978 | -2 989 |
| Övriga administrationskostnader .....                                   | -1 635                      | -1 835 | -1 808 |
| Av- och nedskrivningar av materiella och immateriella tillgångar .....  | -582                        | -227   | -267   |
| Summa rörelsekostnader .....                                            | -5 366                      | -5 040 | -5 064 |
| Resultat före kreditförluster .....                                     | 4 858                       | 4 851  | 4 934  |
| Kreditförluster, netto .....                                            | -534                        | -735   | -895   |
| Rörelseresultat .....                                                   | 4 324                       | 4 116  | 4 039  |
| Skatt .....                                                             | -953                        | -1 009 | -970   |
| Nettoresultat för perioden från kvarvarande verksamhet .....            | 3 371                       | 3 107  | 3 069  |
| Nettoresultat för perioden från avvecklad verksamhet, efter skatt ..... | -39                         | 9      | 57     |
| Resultat för perioden .....                                             | 3 332                       | 3 116  | 3 126  |
| Hänförligt till:                                                        |                             |        |        |
| Aktieägare i Nordea Bank AB (publ) .....                                | 3 332                       | 3 116  | 3 119  |
| Minoritetsintressen .....                                               | —                           | —      | 7      |
| Summa .....                                                             | 3 332                       | 3 116  | 3 126  |

## Balansräkning, Koncernen

|                                                                                   | Koncernen                   |         |         |
|-----------------------------------------------------------------------------------|-----------------------------|---------|---------|
|                                                                                   | Årsslut per den 31 december |         |         |
|                                                                                   | 2014                        | 2013    | 2012    |
|                                                                                   | (Miljoner EUR)              |         |         |
| <b>Tillgångar</b>                                                                 |                             |         |         |
| Kassa och tillgodohavanden hos centralbanker .....                                | 31 067                      | 33 529  | 36 060  |
| Utlåning till centralbanker .....                                                 | 6 958                       | 11 769  | 8 005   |
| Utlåning till kreditinstitut .....                                                | 12 217                      | 10 743  | 10 569  |
| Utlåning till allmänheten .....                                                   | 348 085                     | 342 451 | 346 251 |
| Räntebärande värdepapper .....                                                    | 87 110                      | 87 314  | 86 626  |
| Pantsatta finansiella instrument .....                                            | 12 151                      | 9 575   | 7 970   |
| Aktier och andelar .....                                                          | 39 749                      | 33 271  | 28 128  |
| Derivatinstrument .....                                                           | 105 119                     | 70 992  | 118 789 |
| Förändringar av verkligt värde för räntesäkrade poster i säkringsportföljer ..... | 256                         | 203     | -711    |
| Aktier och andelar i intresseföretag .....                                        | 487                         | 630     | 585     |
| Immateriella tillgångar .....                                                     | 2 908                       | 3 246   | 3 425   |
| Materiella tillgångar .....                                                       | 509                         | 431     | 474     |
| Förvaltningsfastigheter .....                                                     | 3 227                       | 3 524   | 3 408   |
| Uppskjutna skattefordringar .....                                                 | 130                         | 62      | 266     |
| Skattefordringar .....                                                            | 132                         | 31      | 78      |
| Pensionstillgångar .....                                                          | 42                          | 321     | 142     |
| Övriga tillgångar .....                                                           | 17 581                      | 11 064  | 15 554  |
| Förutbetalda kostnader och upplupna intäkter .....                                | 1 614                       | 2 383   | 2 559   |
| Tillgångar för försäljning .....                                                  | –                           | 8 895   | –       |
| Summa tillgångar .....                                                            | 669 342                     | 630 434 | 668 178 |
| <b>Skulder</b>                                                                    |                             |         |         |
| Skulder till kreditinstitut .....                                                 | 56 322                      | 59 090  | 55 426  |
| In- och upplåning från allmänheten .....                                          | 197 254                     | 200 743 | 200 678 |
| Skulder till försäkringstagare .....                                              | 51 843                      | 47 226  | 45 320  |
| Emitterade värdepapper .....                                                      | 194 274                     | 185 602 | 183 908 |
| Derivatinstrument .....                                                           | 97 340                      | 65 924  | 114 203 |
| Förändringar av verkligt värde för räntesäkrade poster i säkringsportföljer ..... | 3 418                       | 1 734   | 1 940   |
| Skatteskulder .....                                                               | 368                         | 303     | 391     |
| Övriga skulder .....                                                              | 26 973                      | 24 737  | 24 773  |
| Upplupna kostnader och förutbetalda intäkter .....                                | 1 943                       | 3 677   | 3 903   |
| Uppskjutna skatteskulder .....                                                    | 983                         | 935     | 976     |
| Avsättningar .....                                                                | 305                         | 177     | 389     |
| Pensionsförpliktelser .....                                                       | 540                         | 334     | 469     |
| Efterställda skulder .....                                                        | 7 942                       | 6 545   | 7 797   |
| Skulder för försäljning .....                                                     | –                           | 4 198   | –       |
| Summa skulder .....                                                               | 639 505                     | 601 225 | 640 173 |
| <b>Eget kapital</b>                                                               |                             |         |         |
| Minoritetsintressen .....                                                         | 2                           | 2       | 5       |
| Aktiekapital .....                                                                | 4 050                       | 4 050   | 4 050   |
| Överkursfond .....                                                                | 1 080                       | 1 080   | 1 080   |
| Övriga reserver .....                                                             | -1 201                      | -159    | 340     |
| Balanserade vinstmedel .....                                                      | 25 906                      | 24 236  | 22 530  |
| Summa eget kapital .....                                                          | 29 837                      | 29 209  | 28 005  |
| Summa skulder och eget kapital .....                                              | 669 342                     | 630 434 | 668 178 |
| För egna skulder ställda säkerheter .....                                         | 163 041                     | 174 418 | 159 924 |
| Övriga ställda säkerheter .....                                                   | 11 265                      | 7 467   | 10 344  |
| Ansvarsförbindelser .....                                                         | 22 017                      | 20 870  | 21 157  |
| Kreditåtaganden .....                                                             | 74 291                      | 78 332  | 84 914  |
| Övriga åtaganden .....                                                            | 1 644                       | 1 267   | 1 294   |

## Kassaflödesanalys, Koncernen

|                                                                                                                    | Koncernen                   |        |        |
|--------------------------------------------------------------------------------------------------------------------|-----------------------------|--------|--------|
|                                                                                                                    | Årsslut per den 31 december |        |        |
|                                                                                                                    | 2014                        | 2013   | 2012   |
|                                                                                                                    | (Miljoner EUR)              |        |        |
| Den löpande verksamheten                                                                                           |                             |        |        |
| Rörelseresultat .....                                                                                              | 4 324                       | 4 116  | 4 039  |
| Resultat från perioden från avvecklad verksamhet efter skatt .....                                                 | -39                         | 9      | 57     |
| Justering för poster som inte ingår i kassaflödet .....                                                            | 8 137                       | 4 492  | 3 199  |
| Betalda inkomstskatter .....                                                                                       | -966                        | -1 010 | -662   |
| Kassaflöde från den löpande verksamheten före förändring av den löpande verksamhetens tillgångar och skulder ..... | 11 456                      | 7 607  | 6 633  |
| Kassaflöde från den löpande verksamheten .....                                                                     | -10 824                     | 6 315  | 19 754 |
| Kassaflöde från investeringsverksamheten .....                                                                     | 3 254                       | 572    | 774    |
| Kassaflöde från finansieringsverksamheten .....                                                                    | -1 040                      | -1 927 | -170   |
| Periodens kassaflöde .....                                                                                         | -8 610                      | 4 960  | 20 358 |
| Likvida medel vid periodens början .....                                                                           | 45 670                      | 42 808 | 22 606 |
| Omräkningsdifferens .....                                                                                          | 2 623                       | -2 098 | -156   |
| Likvida medel vid periodens slut .....                                                                             | 39 683                      | 45 670 | 42 808 |
| Förändring .....                                                                                                   | -8 610                      | 4 960  | 20 358 |